

UNITED STATES DISTRICT COURT FOR  
THE WESTERN DISTRICT OF WISCONSIN

\* \* \* \* \*

BRIAN TEED, et al.,  
Plaintiffs,

vs. Case No. 3:08-CV-303

JT PACKARD & ASSOCIATES, INC.,  
and S.R. BRAY CORP.,

Defendants.

\* \* \* \* \*

DEPOSITION OF DANIEL SEARS

TAKEN AT: CROSS LAW FIRM, S.C.  
LOCATED AT: 845 North 11th Street  
Milwaukee, Wisconsin  
July 29, 2010  
9:00 a.m. to 4:57 p.m.

REPORTED BY BRENDA RAY  
REGISTERED PROFESSIONAL REPORTER

\* \* \* \* \*

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<p>1 A P P E A R A N C E S</p> <p>2 CROSS LAW FIRM, by</p> <p>3 Mr. Larry A. Johnson</p> <p>4 845 North 11th Street</p> <p>5 Milwaukee, WI 53233</p> <p>6 (414) 224-0000</p> <p>7 ljohnson@crosslawfirm.com</p> <p>8 Appearing on behalf of the Plaintiffs.</p> <p>9</p> <p>10 LITTLER MENDELSON, P.C., by</p> <p>11 Mr. Andrew Voss</p> <p>12 80 South 8th Street, Suite 1300</p> <p>13 Minneapolis, MN 55110</p> <p>14 (612) 313-7605</p> <p>15 avoss@littler.com</p> <p>16 Appearing on behalf of Thomas &amp; Betts.</p> <p>17</p> <p>18 ALSO PRESENT: Noah Reinstein</p> <p>19 Kelly Lowery</p> <p>20</p> <p>21 I N D E X</p> <p>22 EXAMINATION BY: PAGE</p> <p>23 Mr. Johnson 5</p> <p>24</p> <p>25 R E Q U E S T S</p> <p>26</p> <p>27 REQUEST BY: DESCRIPTION PAGE</p> <p>28</p> <p>29 (NONE)</p> <p>30</p> <p>31</p> <p>32 (The original transcript was delivered to</p> <p>33 Attorney Johnson.)</p> <p>34</p> <p>35</p> <p>2</p>	<p>1 E X H I B I T S</p> <p>2 EXHIBIT NO. DESCRIPTION PAGE IDENTIFIED</p> <p>3</p> <p>4 15 TEED000276 Terms and Conditions 183</p> <p>5</p> <p>6 16 TEED000312 Terms and Conditions 186</p> <p>7</p> <p>8 17 TEED000310 on-line job application 187</p> <p>9</p> <p>10 18 TEED000273 on-line job application 188</p> <p>11</p> <p>12 19 TEED000336 JTP Liquidation, Inc. 189</p> <p>13</p> <p>14 20 TEED000338 Asset Purchase Agreement 189</p> <p>15</p> <p>16 (Exhibits retained by Attorney Johnson.)</p> <p>17 (The original transcript was delivered to</p> <p>18 Attorney Johnson.)</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p> <p>4</p>
<p>1 E X H I B I T S</p> <p>2 EXHIBIT NO. DESCRIPTION PAGE IDENTIFIED</p> <p>3 1 TEED000309 Memo 21</p> <p>4</p> <p>5 2 TEED000283 July '09 Summary of 30</p> <p>6 Issues</p> <p>7 3 TEED000308 1/20/10 press release 44</p> <p>8 4 Third Amended Complaint for 56</p> <p>9 Injunctive Relief and Damages</p> <p>10</p> <p>11 5 2/22/10 letter to Gary Pair 59</p> <p>12</p> <p>13 6 TEED000275 www.jtpackard.com page 65</p> <p>14</p> <p>15 7 TEED000274 Business Journal article 69</p> <p>16</p> <p>17 8 JTP00000439-452 old management tree 76</p> <p>18</p> <p>19 9 JTP00001796 Field Service Engineer</p> <p>20 Policies, Procedures and Guidelines 99</p> <p>21 10 JTP000014880 Employee Handbook 102</p> <p>22 11 JTP 00001055 UPS Field Engineer</p> <p>23 job description 114</p> <p>24</p> <p>25 12 JTP00006781 field service report 125</p> <p>13</p> <p>14 13 TEED000316 sample form 172</p> <p>15</p> <p>16 14 TEED000311 acquisition announcement 181</p> <p>17</p> <p>18</p> <p>19 (Exhibits continued on next page.)</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p> <p>3</p>	<p>1 TRANSCRIPT OF PROCEEDINGS</p> <p>2 DANIEL SEARS, called as a witness</p> <p>3 herein, having been first duly sworn on oath,</p> <p>4 was examined and testified as follows:</p> <p>5 E X A M I N A T I O N</p> <p>6 BY MR. JOHNSON:</p> <p>7 Q How are you doing, Dan.</p> <p>8 A Doing okay.</p> <p>9 Q All right. Again, my name is Larry Johnson.</p> <p>10 I'm the attorney that represents Brian Teed,</p> <p>11 and actually Marcus Clay also in the lawsuits</p> <p>12 against JT Packard.</p> <p>13 With me today is Noah Reinstein, another</p> <p>14 attorney with our firm, and Kelly Lowery,</p> <p>15 another attorney with our firm. Thanks for</p> <p>16 coming. Hopefully, it's not too much of a</p> <p>17 hassle, but unfortunately we've got to do what</p> <p>18 we've got to do.</p> <p>19 A No problem.</p> <p>20 Q What I want to do is go over a couple of quick</p> <p>21 ground rules, and I'm sure Attorney Voss has</p> <p>22 talked to you about this, and after that we're</p> <p>23 going to go through some questions. Okay?</p> <p>24 A Okay.</p> <p>25 Q Basically, if you don't understand what I say,</p> <p>5</p>

<p>1 if I screw up words or if you -- if I say</p> <p>2 something you just don't understand, let me</p> <p>3 know.</p> <p>4 A Okay.</p> <p>5 Q I'll be perfectly happy to restate something</p> <p>6 for you or say it differently.</p> <p>7 A Okay.</p> <p>8 Q I often make mistakes, so if I ask a question</p> <p>9 that doesn't sound right to you, let me know.</p> <p>10 Is that cool?</p> <p>11 A Uh-huh.</p> <p>12 Q All right?</p> <p>13 A Okay.</p> <p>14 Q Have you ever given a deposition before?</p> <p>15 A Yes.</p> <p>16 Q Okay. When was that?</p> <p>17 A The last one, it would have been early last</p> <p>18 year I think or maybe 2008.</p> <p>19 Q Regarding what?</p> <p>20 A A Single Edge customer in Salt Lake City had a</p> <p>21 complaint against JT Packard.</p> <p>22 Q Okay. How many depositions have you been</p> <p>23 involved in?</p> <p>24 A This will be number four since I've come to JT</p> <p>25 Packard.</p> <p style="text-align: right;">6</p>	<p>1 Q Can you state and spell your name for the</p> <p>2 record?</p> <p>3 A Dan Sears, D-A-N, S-E-A-R-S.</p> <p>4 Q What's your address, Mr. Sears?</p> <p>5 A 372 Medina Street, in Oregon, Wisconsin.</p> <p>6 Q When did you first start working with JT</p> <p>7 Packard?</p> <p>8 MR. VOSS: Do you mean the current</p> <p>9 company or the former company?</p> <p>10 MR. JOHNSON: Good point. The former</p> <p>11 company.</p> <p>12 MR. VOSS: Would it make sense to</p> <p>13 call that Packard One, just to avoid confusion</p> <p>14 on the record?</p> <p>15 MR. JOHNSON: How about new and old</p> <p>16 Packard?</p> <p>17 MR. VOSS: Okay. Fine.</p> <p>18 MR. JOHNSON: Does that make sense to</p> <p>19 you, or is there something that you normally</p> <p>20 call it?</p> <p>21 THE WITNESS: Well, there are, I</p> <p>22 guess, three different owners of JT Packard,</p> <p>23 but really two different entities, so if we</p> <p>24 want to call them new and old, that's fine.</p> <p>25 There is Jeff Cason JT Packard, the Power</p> <p style="text-align: right;">8</p>
<p>1 Q Keeping you busy?</p> <p>2 A Yes.</p> <p>3 Q So you understand the general idea of a</p> <p>4 deposition?</p> <p>5 A (Witness nods.)</p> <p>6 Q Yes?</p> <p>7 A Yes.</p> <p>8 Q All right. Speak clearly, don't talk over me,</p> <p>9 and I'll try not to talk over you. Okay?</p> <p>10 A Okay.</p> <p>11 Q Basically, the court reporter is trying to get</p> <p>12 everything down, so we've got to try to make</p> <p>13 her job easy. All right?</p> <p>14 A Yes.</p> <p>15 Q Any reason that you're not able to tell the</p> <p>16 truth today?</p> <p>17 A No.</p> <p>18 Q Okay. If you need a break, just let me know.</p> <p>19 You know where the bathroom is?</p> <p>20 A Yes.</p> <p>21 Q You know, basically, if you ask for a break,</p> <p>22 I'm going to ask you to answer the question</p> <p>23 that's on the table, if there is one on the</p> <p>24 table, otherwise that's fine. All right?</p> <p>25 A Okay.</p> <p style="text-align: right;">7</p>	<p>1 Plus JT Packard, and now there is the Thomas &amp;</p> <p>2 Betts JT Packard.</p> <p>3 I originally started for JT Packard and</p> <p>4 Associates, Inc., the old JT Packard, in</p> <p>5 December of 2003.</p> <p>6 BY MR. JOHNSON:</p> <p>7 Q So the Power Plus JT Packard, we'll generally</p> <p>8 call old JT Packard, and that will include both</p> <p>9 the Power Plus JT Packard and -- what was the</p> <p>10 first one you mentioned? Was it Cason?</p> <p>11 A Yes.</p> <p>12 Q Okay. Cason was an owner of the original JT</p> <p>13 Packard?</p> <p>14 A Correct.</p> <p>15 Q Okay. What we'll do is we'll kind of combine</p> <p>16 those and call that old JT Packard, and the</p> <p>17 Thomas &amp; Betts JT Packard we'll call the new JT</p> <p>18 Packard. Does that make sense?</p> <p>19 A Yes.</p> <p>20 Q If it's ever not clear throughout the</p> <p>21 deposition which JT Packard I'm talking about,</p> <p>22 let me know. Okay?</p> <p>23 A Okay.</p> <p>24 Q We'll try to keep that clear. You started with</p> <p>25 old JT Packard in 2003?</p> <p style="text-align: right;">9</p>

<p>1 A Yes.</p> <p>2 <b>Q What was your position?</b></p> <p>3 A I came on board in Chicago, as a regional</p> <p>4 manager.</p> <p>5 <b>Q And what did you do as a regional manager?</b></p> <p>6 A As regional manager, I had an area consisting</p> <p>7 of several states where I managed a team of</p> <p>8 field engineers, somewhere between five and 15,</p> <p>9 servicing that customer base in a several state</p> <p>10 region.</p> <p>11 <b>Q Okay. And for how long were you the regional</b></p> <p>12 <b>manager?</b></p> <p>13 A For about a year.</p> <p>14 <b>Q And what region was that?</b></p> <p>15 A I think we called it the midwest region.</p> <p>16 <b>Q Did you get promoted?</b></p> <p>17 A I did.</p> <p>18 <b>Q Good job. What was the next position?</b></p> <p>19 A Director of field service.</p> <p>20 <b>Q And that was sometime in 2004?</b></p> <p>21 A Yes.</p> <p>22 <b>Q Do you remember about when?</b></p> <p>23 A I really don't.</p> <p>24 <b>Q What were your duties as director of field</b></p> <p>25 <b>services?</b></p> <p style="text-align: right;">10</p>	<p>1 <b>engineers?</b></p> <p>2 A Yes.</p> <p>3 <b>Q Okay. What were your day-to-day duties in that</b></p> <p>4 <b>job?</b></p> <p>5 A To ensure that our customers expectations were</p> <p>6 being met, so I would review open jobs reports,</p> <p>7 take care of any parts orders, any customer</p> <p>8 escalations, where customers felt their needs</p> <p>9 weren't met, then I would get involved with</p> <p>10 those situations.</p> <p>11 <b>Q Okay. Have you ever worked as a field</b></p> <p>12 <b>engineer?</b></p> <p>13 A Yes.</p> <p>14 <b>Q For JT Packard?</b></p> <p>15 A No.</p> <p>16 <b>Q For a different company?</b></p> <p>17 A Yes.</p> <p>18 <b>Q Have you ever visited a customer with a JT</b></p> <p>19 <b>Packard field engineer?</b></p> <p>20 A Yes.</p> <p>21 <b>Q So you have a general understanding of what</b></p> <p>22 <b>their day-to-day work is?</b></p> <p>23 A Yes.</p> <p>24 <b>Q A good understanding?</b></p> <p>25 A Pardon?</p> <p style="text-align: right;">12</p>
<p>1 A As director of field service, I managed the</p> <p>2 nationwide field service team. I don't</p> <p>3 remember exactly how many regions we had, but</p> <p>4 each of those regions would have regional</p> <p>5 managers, each regional manager would be</p> <p>6 managing field managers for their customer base</p> <p>7 in their given region.</p> <p>8 <b>Q All right. Cool. Okay. And how long were you</b></p> <p>9 <b>in that position?</b></p> <p>10 A Let's see. I believe about two-and-a-half</p> <p>11 years.</p> <p>12 <b>Q Did that take you into 2006 or 2007?</b></p> <p>13 A Well, I'm a little foggy on that. It's one of</p> <p>14 the two.</p> <p>15 <b>Q Okay. Did the end of working as the director</b></p> <p>16 <b>of field service position have anything to do</b></p> <p>17 <b>with the sale to S.R. Bray?</b></p> <p>18 A No.</p> <p>19 <b>Q So it wasn't around that date?</b></p> <p>20 A No.</p> <p>21 <b>Q In the position of director of field services,</b></p> <p>22 <b>you were essentially managing all the field</b></p> <p>23 <b>engineers' work, right?</b></p> <p>24 A The regional managers.</p> <p>25 <b>Q All right. And they managed the field</b></p> <p style="text-align: right;">11</p>	<p>1 <b>Q A good understanding?</b></p> <p>2 A I would say so.</p> <p>3 <b>Q Sometime in or around 2006, you got another</b></p> <p>4 <b>promotion; is that right?</b></p> <p>5 A Yes.</p> <p>6 <b>Q Okay. Was it 2006?</b></p> <p>7 A The timeframe, I don't recall.</p> <p>8 <b>Q You were in the director of field service</b></p> <p>9 <b>position for about two-and-a-half years?</b></p> <p>10 A I believe so.</p> <p>11 <b>Q Okay. What was the next position you held with</b></p> <p>12 <b>JT Packard?</b></p> <p>13 A I was made vice-president of engineering and</p> <p>14 operations.</p> <p>15 <b>Q All right. As a VP of engineering and</b></p> <p>16 <b>operations, what did you do?</b></p> <p>17 A As the VP of engineering and operations, I</p> <p>18 oversaw technical support, our parts</p> <p>19 operations, training, logistics, warehouse</p> <p>20 facilities, I decided what we would or wouldn't</p> <p>21 take under contract as far as obsolete</p> <p>22 equipment, reviewed contracts and all RRP's;</p> <p>23 I did that is a director of service, too.</p> <p>24 <b>Q Who did you report to when you were the</b></p> <p>25 <b>director of engineering operations?</b></p> <p style="text-align: right;">13</p>

<p>1 A Charlie Eaton.</p> <p>2 <b>Q The entire time?</b></p> <p>3 A With the old JT Packard, no.</p> <p>4 <b>Q Are you currently the VP of engineering and</b></p> <p>5 <b>operations?</b></p> <p>6 A No.</p> <p>7 <b>Q When did your position change?</b></p> <p>8 A My position changed after Thomas &amp; Betts bought</p> <p>9 the company.</p> <p>10 <b>Q Was that on or around January 26th of this</b></p> <p>11 <b>year?</b></p> <p>12 A Yes.</p> <p>13 <b>Q Closing was January 26th, right?</b></p> <p>14 A I couldn't be sure of the date, but it was</p> <p>15 around then.</p> <p>16 <b>Q Sure. Midweek, Tuesday?</b></p> <p>17 A I don't know.</p> <p>18 <b>Q So while you were the VP of engineering and</b></p> <p>19 <b>operations, you reported to Mr. Eaton?</b></p> <p>20 A Yes.</p> <p>21 <b>Q Anybody else?</b></p> <p>22 A There were a number of folks under the old JT</p> <p>23 Packard. The last person I reported to was</p> <p>24 Keith Bjelejac.</p> <p>25 <b>Q How do you pronounce his name?</b></p> <p style="text-align: right;">14</p>	<p>1 first training manager was Ty Robey, and I</p> <p>2 don't remember when that change happened</p> <p>3 exactly.</p> <p>4 The training manager basically worked with</p> <p>5 our subject matter experts to create the</p> <p>6 classes, the plan of instruction for the class,</p> <p>7 helped lay out the schedule for the year,</p> <p>8 worked with the field management team to get</p> <p>9 field engineers enrolled in the classes, and</p> <p>10 made sure the equipment and manuals and</p> <p>11 everything were ready for when they came in for</p> <p>12 the instructor.</p> <p>13 <b>Q And this was ongoing training for field</b></p> <p>14 <b>engineers?</b></p> <p>15 A Correct.</p> <p>16 <b>Q Any other training of other employees?</b></p> <p>17 A Yes.</p> <p>18 <b>Q What other groups of employees?</b></p> <p>19 A We did kind of a 101 training, what is a UPS</p> <p>20 kind of thing for various departments, sales,</p> <p>21 customer support, we also provided customer</p> <p>22 training.</p> <p>23 <b>Q Okay. Did you handle training for the -- is it</b></p> <p>24 <b>CSAMs?</b></p> <p>25 A The CSAM, Customer Service Account Manager,</p> <p style="text-align: right;">16</p>
<p>1 A Bjelejac.</p> <p>2 THE REPORTER: Do you know how to</p> <p>3 spell that?</p> <p>4 THE WITNESS: B-E.</p> <p>5 MR. VOSS: I have it.</p> <p>6 THE WITNESS: B-J-E-L-E-J-A-C.</p> <p>7 BY MR. JOHNSON:</p> <p>8 <b>Q In that position, you said you managed the</b></p> <p>9 <b>training; is that right?</b></p> <p>10 A In what position?</p> <p>11 <b>Q Yes, somebody in training reported to you?</b></p> <p>12 A In what position?</p> <p>13 <b>Q In the VP of engineering and operations, you</b></p> <p>14 <b>mentioned that under you was training, or that</b></p> <p>15 <b>was one of your duties?</b></p> <p>16 A Correct.</p> <p>17 <b>Q What exactly do you mean by training?</b></p> <p>18 A The training department really consisted of one</p> <p>19 person, our training manager.</p> <p>20 <b>Q Who was he?</b></p> <p>21 A Steve Cady was the training manager.</p> <p>22 <b>Q Last name?</b></p> <p>23 A C-A-D-Y.</p> <p>24 <b>Q C-A-D-Y?</b></p> <p>25 A Yes, he was my second training manager. The</p> <p style="text-align: right;">15</p>	<p>1 yes, we did some training for them.</p> <p>2 <b>Q What is a CSAM?</b></p> <p>3 A A fancy name for scheduler. Customer Support</p> <p>4 Account Manager is what CSAM stands for, but</p> <p>5 they'd schedule the work.</p> <p>6 <b>Q And how about data services, did they report to</b></p> <p>7 <b>you in that VP of engineering operations</b></p> <p>8 <b>position?</b></p> <p>9 A Yes.</p> <p>10 <b>Q What does data services do?</b></p> <p>11 A Data services receives the field service</p> <p>12 reports from the field engineers, they will</p> <p>13 change the status in our service software</p> <p>14 package that has been received, clean it up,</p> <p>15 route what needs to be reviewed to the tech</p> <p>16 support team, and then ultimately send it out</p> <p>17 to the customer.</p> <p>18 <b>Q Okay. Other than the field service reports, do</b></p> <p>19 <b>they handle any other groups of data or</b></p> <p>20 <b>documents?</b></p> <p>21 A No, I don't believe so.</p> <p>22 <b>Q As a VP of engineering and operations, what was</b></p> <p>23 <b>your relationship with the director of field</b></p> <p>24 <b>services?</b></p> <p>25 A Oftentimes came to me for advice, direction,</p> <p style="text-align: right;">17</p>

<p>1 worked to help support the field.</p> <p>2 <b>Q Who was in that position during that time?</b></p> <p>3 A Patti Epstein.</p> <p>4 <b>Q And during that time Patti oversaw the regional</b></p> <p>5 <b>managers who oversaw the field engineers,</b></p> <p>6 <b>right?</b></p> <p>7 A Well, there was another layer in there, but</p> <p>8 yes.</p> <p>9 <b>Q Was that layer in there while you were in that</b></p> <p>10 <b>position?</b></p> <p>11 A No.</p> <p>12 <b>Q Okay. So it was added when you left the</b></p> <p>13 <b>position?</b></p> <p>14 A Correct.</p> <p>15 <b>Q Was there a restructuring that took place?</b></p> <p>16 A It actually had been a plan that I had been</p> <p>17 working on, that was decided it would be put in</p> <p>18 place for the new director.</p> <p>19 <b>Q Okay. And that added layer was area -- was it</b></p> <p>20 <b>director?</b></p> <p>21 A Area service director.</p> <p>22 <b>Q Area service director. So it went director of</b></p> <p>23 <b>field services, area service director, and a</b></p> <p>24 <b>step down from that was the regional managers,</b></p> <p>25 <b>and then from there down was the field</b></p> <p style="text-align: right;">18</p>	<p>1 A It's a little bit different. I no longer have</p> <p>2 some of the other departments, facilities,</p> <p>3 logistics, data services. I am in charge of</p> <p>4 field service, technical support and training.</p> <p>5 <b>Q Okay. So you lost a couple of job duties, but</b></p> <p>6 <b>did you pick up the job duties that reported to</b></p> <p>7 <b>the former director of field services?</b></p> <p>8 A Yes.</p> <p>9 <b>Q So a couple steps down, but the field engineers</b></p> <p>10 <b>now report to you?</b></p> <p>11 A Correct.</p> <p>12 <b>Q Okay. You said you currently do field</b></p> <p>13 <b>services, training, and what else reports to</b></p> <p>14 <b>you?</b></p> <p>15 A Technical support.</p> <p>16 <b>Q And you lost facilities, what else?</b></p> <p>17 A Yes, operations, which includes facilities,</p> <p>18 repair and refurbishment, data services.</p> <p>19 <b>Q What happened with those portions of JT</b></p> <p>20 <b>Packard?</b></p> <p>21 A They actually still report through Peggy</p> <p>22 Kalscheur, our director of operations, and so</p> <p>23 she -- or now I think her title is warehouse</p> <p>24 manager.</p> <p>25 <b>Q Got it. All right. Is it accurate to say that</b></p> <p style="text-align: right;">20</p>
<p>1 engineers, right?</p> <p>2 A Correct.</p> <p>3 <b>Q Okay. While you were the VP of engineering</b></p> <p>4 <b>operations, did you have any authority over the</b></p> <p>5 <b>field engineers?</b></p> <p>6 A No.</p> <p>7 <b>Q You generally knew what they were doing though</b></p> <p>8 <b>on a day-to-day basis, right?</b></p> <p>9 A In general, yes.</p> <p>10 <b>Q On like a high level?</b></p> <p>11 A Correct.</p> <p>12 <b>Q I think we discussed earlier when the sale to</b></p> <p>13 <b>Thomas &amp; Betts took place, on or around</b></p> <p>14 <b>January 26 or January 27, your position changed</b></p> <p>15 <b>again; is that right?</b></p> <p>16 A After the sale took place, yes.</p> <p>17 <b>Q After the sale took place. What is your new</b></p> <p>18 <b>title with new JT Packard?</b></p> <p>19 A Director of North American Service Operations.</p> <p>20 <b>Q What does that mean?</b></p> <p>21 A I'm the director of service.</p> <p>22 <b>Q Okay. As the director of service, are you</b></p> <p>23 <b>doing the same job as you did for the former --</b></p> <p>24 <b>for old JT Packard, as the vice-president of</b></p> <p>25 <b>engineering and operations?</b></p> <p style="text-align: right;">19</p>	<p>1 sometime in 2009 there were some financial</p> <p>2 issues with JT Packard?</p> <p>3 MR. VOSS: Object to the form.</p> <p>4 THE WITNESS: I would say no.</p> <p>5 BY MR. JOHNSON:</p> <p>6 <b>Q Okay. I'm going to mark my first document</b></p> <p>7 <b>here.</b></p> <p>8 A Okay.</p> <p>9 <b>Q We are going to give you a number of documents</b></p> <p>10 <b>today and have you take a look at them.</b></p> <p>11 A Okay.</p> <p>12 MR. JOHNSON: Here you go. If you</p> <p>13 can mark this, please.</p> <p>14 THE REPORTER: Do you want me to mark</p> <p>15 it as Exhibit 1?</p> <p>16 MR. JOHNSON: Yes, Exhibit 1 would be</p> <p>17 fine.</p> <p>18 (Exhibit No. 1 marked for identification.)</p> <p>19 BY MR. JOHNSON:</p> <p>20 <b>Q Hopefully, you've seen most of these. I would</b></p> <p>21 <b>expect you have. Can you take a look at what's</b></p> <p>22 <b>been marked as Exhibit No. 1?</b></p> <p>23 A (Witness complies.)</p> <p>24 <b>Q It's Bates stamped TEED000309.</b></p> <p>25 A Okay.</p> <p style="text-align: right;">21</p>



<p>1 <b>Q You've had the opportunity to read Exhibit</b>  2 <b>No. 1?</b>  3 A Yes.  4 <b>Q Have you seen this before?</b>  5 A Yes.  6 <b>Q Okay. I believe this is an e-mail that went</b>  7 <b>out to the JT Packard employees; is that right?</b>  8 A I believe that's correct.  9 <b>Q What is it?</b>  10 A I believe this is an e-mail from Keith  11 Bjelejac.  12 <b>Q Why was this sent?</b>  13 A I could only guess what Keith's motivations are  14 on this.  15 <b>Q Okay. Did you discuss the sending of this with</b>  16 <b>Keith, by any chance?</b>  17 A No, I did not.  18 <b>Q What was the -- In 2009, was S.R. Bray Corp</b>  19 <b>having some financial issues?</b>  20 A As I understand, yes.  21 <b>Q That brought some changes at JT Packard; is</b>  22 <b>that right?</b>  23 A I don't believe so.  24 <b>Q Okay. There were some changes made to the</b>  25 <b>board of directors; is that right?</b></p> <p style="text-align: right;">22</p>	<p>1 continued to grow, the business continued to  2 grow. JT Packard had no financial  3 difficulties.  4 <b>Q I'm sorry. S.R. Bray had the financial</b>  5 <b>difficulties?</b>  6 A That sounds more appropriate, yes.  7 <b>Q You reviewed the financials?</b>  8 A Yes.  9 <b>Q On a monthly basis?</b>  10 A Yes.  11 <b>Q Or weekly?</b>  12 A Yes.  13 <b>Q Or daily?</b>  14 A Yes.  15 <b>Q Okay. JT Packard was profitable in 2009?</b>  16 A Yes.  17 <b>Q Do you know what that profit was?</b>  18 A Not off the top of my head, no.  19 <b>Q Okay. Do you know what JT Packard's fiscal</b>  20 <b>year is?</b>  21 A I'm not sure what you're asking.  22 <b>Q When do the books close?</b>  23 A Annually.  24 <b>Q Year-end?</b>  25 A Yes.</p> <p style="text-align: right;">24</p>
<p>1 A That is correct.  2 <b>Q Okay. What were those changes?</b>  3 A To the best of my knowledge, the board of  4 directors was actually formed. I believe the  5 only member of the board of directors  6 originally was Steve Bray.  7 <b>Q Was S.R. Bray Corp split off from JT Packard?</b>  8 A I'm not entirely sure how you define split.  9 The bank group swept our cash and took control  10 of the company, so if that's how you define  11 split, then sure.  12 <b>Q So the bank group came in and took control of</b>  13 <b>the company?</b>  14 A Correct.  15 <b>Q All right. Okay. And that was through Greg</b>  16 <b>Charleston?</b>  17 A Greg Charleston was our chief restructuring  18 officer, or CRO.  19 <b>Q And that took place in 2009?</b>  20 A To the best of my recollection, yes.  21 <b>Q When I asked you if JT Packard was in a -- was</b>  22 <b>having financial issues in 2009, your answer</b>  23 <b>was no. Can you explain that to me?</b>  24 A My review of our financials from  25 month-to-month, as I recall, in 2009, they</p> <p style="text-align: right;">23</p>	<p>1 <b>Q JT Packard made a profit though in 2009?</b>  2 A Yes.  3 <b>Q When you say end of year, you're talking about</b>  4 <b>December 31st; is that right?</b>  5 A Correct.  6 <b>Q All right. Exhibit No. 1 says, "JT Packard is</b>  7 <b>in sound financial condition and its employees'</b>  8 <b>jobs are secure." Is that accurate, or was</b>  9 <b>that accurate in 2009?</b>  10 A As far as I knew, yes.  11 <b>Q And you have the financials, you knew what was</b>  12 <b>going on, right?</b>  13 A Well, I knew what was going on with JT Packard,  14 yes.  15 <b>Q You didn't really have any idea what was going</b>  16 <b>on over at S.R. Bray, right?</b>  17 A That would be a true statement.  18 <b>Q All right. Do you have a ballpark idea of what</b>  19 <b>JT Packard's profit was in 2009?</b>  20 A I do not. I can tell you the revenue number  21 was around \$60 million.  22 <b>Q Okay. Well, I mean, are we talking JT Packard</b>  23 <b>made a hundred thousand dollars, a million</b>  24 <b>dollars, \$5 million, \$10 million, do you have</b>  25 <b>any idea?</b></p> <p style="text-align: right;">25</p>

<p>1 A If I had to guess, I would say it would be 2 closer to \$5 million. 3 <b>Q So JT Packard was a growing business in 2009?</b> 4 A Yes. 5 <b>Q All right. And was JT Packard profitable in</b> 6 <b>2008?</b> 7 A To the best of my recollection, yes. 8 <b>Q Okay. In the last -- Since you became the VP</b> 9 <b>of engineering and operations, do you know of a</b> 10 <b>year that JT Packard was not profitable?</b> 11 MR. VOSS: Old JT Packard? 12 MR. JOHNSON: Old JT Packard. 13 THE WITNESS: No, I do not know. 14 BY MR. JOHNSON: 15 <b>Q Can we assume that JT Packard has been</b> 16 <b>profitable each year since 2006?</b> 17 MR. VOSS: Object to the form. He 18 said he doesn't know. 19 THE WITNESS: You can assume 20 anything, I guess. 21 BY MR. JOHNSON: 22 <b>Q That's a good answer. That's fine. Were you</b> 23 <b>involved at all in the attempts to sell JT</b> 24 <b>Packard in 2009?</b> 25 A Yes.</p> <p style="text-align: right;">26</p>	<p>1 Keith they polished it up. 2 <b>Q Okay. Ultimately, in late 2009, I believe in</b> 3 <b>November, JT Packard -- old JT Packard was</b> 4 <b>placed into receivership; is that right?</b> 5 A I'm not sure of the dates, but that's my 6 understanding, yes. 7 <b>Q And ultimately or through the receivership</b> 8 <b>there was an auction; is that right?</b> 9 A That's correct. 10 <b>Q All right. Were you at the auction?</b> 11 A I was. 12 <b>Q And at the auction there were a number of</b> 13 <b>companies bidding on it?</b> 14 A Correct. 15 <b>Q Was it four?</b> 16 A Three. 17 <b>Q Three. And those companies were what?</b> 18 A Pfingston was the stocking horse bidder, Thomas 19 &amp; Betts, and a third company, I don't recall 20 the name of it, but Charlie Eaton, our 21 ex-president was a part of that group. 22 <b>Q I'm trying to remember the name. That's all</b> 23 <b>right. Did you present to Thomas &amp; Betts the</b> 24 <b>Power Point presentation when you were trying</b> 25 <b>to sell the corporation?</b></p> <p style="text-align: right;">28</p>
<p>1 <b>Q What was your involvement?</b> 2 A I participated in the sales presentation to 3 prospective buyers. 4 <b>Q Okay. How many of those presentations were</b> 5 <b>there?</b> 6 A I'm not exactly sure, 15 or 20. 7 <b>Q And when you say you participated in them, what</b> 8 <b>exactly did you do?</b> 9 A I provided or presented the portion of the 10 organization that I was responsible for. There 11 were a number of us in there, in the 12 presentations. In the early presentations, 13 Keith Bjelejac kind of ran them. As time went 14 on, he stopped coming out, participated by 15 phone at times. The CRO also participated. 16 <b>Q And, generally, what were these presentations?</b> 17 <b>I mean, were they Power Point presentations,</b> 18 <b>were they just meetings, did you guys have big</b> 19 <b>handouts, or what exactly were the</b> 20 <b>presentations?</b> 21 A The presentation was a Power Point and a 22 handout. The handout was the same as the Power 23 Point, primarily prepared by the -- I guess 24 Keith Bjelejac prepared the first cut of it, 25 and then between the bank group and CRO and</p> <p style="text-align: right;">27</p>	<p>1 A Yes, I did. 2 <b>Q Okay. Do you remember that presentation?</b> 3 A Vaguely. They all run together. 4 <b>Q Were all the presentations pretty much the same</b> 5 <b>thing?</b> 6 A Yes. 7 <b>Q Okay. So anything that -- Well, was there</b> 8 <b>anything specific about Thomas &amp; Betts that you</b> 9 <b>remember?</b> 10 A They were one of probably a half a dozen groups 11 that sent many, many people. 12 <b>Q Okay. Were the presentations in Madison or in</b> 13 <b>Verona?</b> 14 A Yes. 15 <b>Q Okay. And that is JT Packard's headquarters,</b> 16 <b>right?</b> 17 A That's correct. 18 <b>Q Okay. During that presentation, what was</b> 19 <b>presented?</b> 20 A An overview of the organization in regards to 21 sales, customers, staffing, financials, 22 strengths, weaknesses, strategies, 23 philosophies. 24 <b>Q Was there any discussion of the Brian Teed and</b> 25 <b>Marcus Clay lawsuits during those</b></p> <p style="text-align: right;">29</p>



<p>1     <b>presentations?</b></p> <p>2     A   There was a slide in the presentation regarding</p> <p>3     litigation.</p> <p>4     <b>Q   What was on that slide?</b></p> <p>5     A   I don't remember the exact words on the slide.</p> <p>6     The thing that stuck out in my mind most about</p> <p>7     it was Keith Bjelejac explaining to the</p> <p>8     participants that the litigation would be</p> <p>9     carved out and the buyers didn't have to worry</p> <p>10    about it.</p> <p>11   <b>Q   Did Keith explain why the buyers didn't have to</b></p> <p>12    <b>worry about it?</b></p> <p>13    A   Not that I recall. I just assumed because that</p> <p>14    was Keith and Steve Bray's problem.</p> <p>15    (Exhibit No. 2 marked for identification.)</p> <p>16    BY MR. JOHNSON:</p> <p>17   <b>Q   If you could take a look through Exhibit No. 2</b></p> <p>18    <b>for me, please.</b></p> <p>19    A   (Witness complies.)</p> <p>20   <b>Q   All right. Mr. Sears, have you had an</b></p> <p>21    <b>opportunity to take a look at Exhibit No. 2,</b></p> <p>22    <b>which is Bates stamped TEED000283 through 306?</b></p> <p>23    A   Yes, I have.</p> <p>24   <b>Q   Okay. Was this presented to the potential</b></p> <p>25    <b>buyers?</b></p> <p style="text-align: right;">30</p>	<p>1     A   I do not recall.</p> <p>2     <b>Q   Other than the one slide?</b></p> <p>3     A   Correct.</p> <p>4     <b>Q   During the auction, was the -- either the Teed</b></p> <p>5     <b>or Clay lawsuits discussed?</b></p> <p>6     A   There was some discussions surrounding language</p> <p>7     in the sales agreement, but I don't recall</p> <p>8     specifically what they were talking about.</p> <p>9     <b>Q   That auction went pretty much the entire day,</b></p> <p>10    <b>right?</b></p> <p>11    A   Yes, it did.</p> <p>12    <b>Q   Late into the evening?</b></p> <p>13    A   Not terribly late, but into the evening.</p> <p>14    <b>Q   That discussion on the language in the sales</b></p> <p>15    <b>agreement, do you remember what that discussion</b></p> <p>16    <b>was about?</b></p> <p>17    A   The three different participants had varying</p> <p>18    issues with the language, and it seemed like</p> <p>19    there was negotiation of the language in the</p> <p>20    sales agreement that was going along as the</p> <p>21    auction was going along.</p> <p>22   <b>Q   And that language was directly related to the</b></p> <p>23    <b>Teed and Clay overtime suits; is that right?</b></p> <p>24    A   I don't know that, to be sure.</p> <p>25   <b>Q   Did anybody from Thomas &amp; Betts have anything</b></p> <p style="text-align: right;">32</p>
<p>1     A   Not that I'm aware of.</p> <p>2     <b>Q   Okay. Then we'll get back to that. Do you</b></p> <p>3     <b>know what -- Strike that.</b></p> <p>4     <b>Did the documents that were presented to</b></p> <p>5     <b>the potential buyers have a name, did you call</b></p> <p>6     <b>them anything?</b></p> <p>7     A   The presentation.</p> <p>8     <b>Q   Okay.</b></p> <p>9     A   There is a number on the cover page or some</p> <p>10    writing on the cover page. I don't recall what</p> <p>11    it said.</p> <p>12   <b>Q   Okay. Do you still have that document</b></p> <p>13    <b>somewhere?</b></p> <p>14    A   Yes.</p> <p>15   <b>Q   Did you ever meet with the receiver, Michael</b></p> <p>16    <b>Polsky?</b></p> <p>17    A   I think he was at our office at one time. I</p> <p>18    don't know that I actually sat down and met</p> <p>19    with him.</p> <p>20   <b>Q   He was at the auction though, right?</b></p> <p>21    A   Yes.</p> <p>22   <b>Q   During the presentation to Thomas &amp; Betts, do</b></p> <p>23    <b>you recall anything being said about the</b></p> <p>24    <b>overtime litigation and the Teed and Clay</b></p> <p>25    <b>matters?</b></p> <p style="text-align: right;">31</p>	<p>1     <b>to say about the Teed and Clay lawsuits during</b></p> <p>2     <b>the auction?</b></p> <p>3     A   I had no discussions with any of the</p> <p>4     participants during the auction.</p> <p>5     <b>Q   Were you in separate rooms?</b></p> <p>6     A   In the beginning, yes. JT Packard and our</p> <p>7     representative was in the room with the</p> <p>8     receiver, and they would go get each party,</p> <p>9     bring them into the room, there would be a</p> <p>10    whole lot of chatter, there may be a bid, they</p> <p>11    may have been told what the last bid was, they</p> <p>12    would leave, discuss it, come back, make</p> <p>13    theirs, and that went on for the better part of</p> <p>14    the day.</p> <p>15    At the end of the day, we got kicked out</p> <p>16    of the room that we were in, moved across the</p> <p>17    hall, and at that point they were all in the</p> <p>18    hallway, more or less, and took turns coming</p> <p>19    and going. So the T &amp; B and Pfingston and the</p> <p>20    third party were in separate rooms, except for</p> <p>21    when they were hearing what the last bid was</p> <p>22    and then providing theirs.</p> <p>23   <b>Q   Do you recall hearing any conversations about</b></p> <p>24    <b>the overtime lawsuits while Thomas &amp; Betts was</b></p> <p>25    <b>in the room or the representative of Thomas &amp;</b></p> <p style="text-align: right;">33</p>

<p>1 <b>Betts was in the room?</b></p> <p>2 A I couldn't be sure. I don't recall exactly who</p> <p>3 was in the room when those discussions were</p> <p>4 going on. It was in reference to language in</p> <p>5 the sales agreement regarding the lawsuits, but</p> <p>6 again I don't remember the particulars about</p> <p>7 what they were saying. I wasn't paying that</p> <p>8 close attention.</p> <p>9 <b>Q Were they discussing whether they may be liable</b></p> <p>10 <b>for the lawsuits?</b></p> <p>11 MR. VOSS: Object to the form. Asked</p> <p>12 and answered.</p> <p>13 THE WITNESS: Again, I don't recall</p> <p>14 the details of their discussions.</p> <p>15 BY MR. JOHNSON:</p> <p>16 <b>Q Were there any other lawsuits pending against</b></p> <p>17 <b>the old JT Packard at the time of the sale?</b></p> <p>18 A I don't believe so.</p> <p>19 <b>Q Was JT Packard involved in any lawsuits against</b></p> <p>20 <b>anybody else, the old JT Packard, at the time</b></p> <p>21 <b>of sale?</b></p> <p>22 A I don't believe so.</p> <p>23 <b>Q The auction took place on January 19; is that</b></p> <p>24 <b>correct?</b></p> <p>25 A Sounds about right.</p> <p style="text-align: right;">34</p>	<p>1 organization, yes.</p> <p>2 BY MR. JOHNSON:</p> <p>3 <b>Q There was some uncertainty?</b></p> <p>4 A I would say that's a good statement.</p> <p>5 <b>Q Did you know that you would have a job after</b></p> <p>6 <b>closing?</b></p> <p>7 A I was very confident that I would continue to</p> <p>8 be employed, yes.</p> <p>9 <b>Q And why was that?</b></p> <p>10 A I kind of know where all the skeletons are</p> <p>11 buried, know how everything works. They need</p> <p>12 me.</p> <p>13 <b>Q That's what I hear. That's what I hear. I</b></p> <p>14 <b>hear good things about you. When did you find</b></p> <p>15 <b>out for sure that you were going to have a job</b></p> <p>16 <b>after the closing?</b></p> <p>17 A I think -- I think it probably would have been</p> <p>18 either the day of the closing or shortly</p> <p>19 thereafter, or a day before.</p> <p>20 <b>Q How did that work?</b></p> <p>21 A Thomas &amp; Betts did not hire all of the</p> <p>22 employees from old JT Packard, and they</p> <p>23 requested my assistance in deciding who some of</p> <p>24 the ones were going to be that they were not</p> <p>25 going to hire. My name wasn't on the list, so</p> <p style="text-align: right;">36</p>
<p>1 <b>Q And closing took place the next week, is that</b></p> <p>2 <b>about right?</b></p> <p>3 A Seems like it was around January 26.</p> <p>4 <b>Q Okay. Ultimately, Thomas &amp; Betts won the</b></p> <p>5 <b>auction, is that right?</b></p> <p>6 A That's correct.</p> <p>7 <b>Q Okay. After the auction, what was your next</b></p> <p>8 <b>conversation with Thomas &amp; Betts?</b></p> <p>9 A I believe that my now boss, Michael Lamothe,</p> <p>10 and his boss, Viswas Purani, held a town hall</p> <p>11 meeting kind of thing in the middle of our</p> <p>12 office, just expressing how happy they were to</p> <p>13 now own us.</p> <p>14 <b>Q When was that?</b></p> <p>15 A I can't be sure.</p> <p>16 <b>Q Was it the end of the auction?</b></p> <p>17 A I believe it was the end of the auction, at</p> <p>18 closing.</p> <p>19 <b>Q Was it business as usual for JT Packard that</b></p> <p>20 <b>week?</b></p> <p>21 MR. VOSS: Object to the form.</p> <p>22 THE WITNESS: I guess it was business</p> <p>23 as usual as much as it could be now, knowing</p> <p>24 that you have somebody else that owns you and</p> <p>25 is the decision-making power in the</p> <p style="text-align: right;">35</p>	<p>1 that was a good sign.</p> <p>2 <b>Q That's a good sign. And did that take place</b></p> <p>3 <b>before or after the closing?</b></p> <p>4 A That took place before the closing.</p> <p>5 <b>Q Okay. And who was involved in that; was it a</b></p> <p>6 <b>meeting?</b></p> <p>7 A I'm sure it was. I was in my office, and my</p> <p>8 new boss was coming to me with lists, and he</p> <p>9 came and went a few times. He was the only</p> <p>10 person I dealt with on it.</p> <p>11 <b>Q How did you know or how were you informed that</b></p> <p>12 <b>you had a job?</b></p> <p>13 A I don't know that I was informed that I had a</p> <p>14 job. I just was never asked to leave.</p> <p>15 <b>Q So you just showed up the next day after the</b></p> <p>16 <b>closing and kept on working?</b></p> <p>17 A Correct.</p> <p>18 <b>Q When did they tell you that you had a new</b></p> <p>19 <b>title?</b></p> <p>20 A In the week or weeks that followed the closing,</p> <p>21 my boss and our director of HR, Jolene, came to</p> <p>22 me with an agreement basically that they wanted</p> <p>23 me to sign, stating that I would continue to</p> <p>24 perform the function that I do for the</p> <p>25 remainder of the year.</p> <p style="text-align: right;">37</p>

<p>1 <b>Q Was that January, February, March?</b>  2 A It was in the week following the closing, I  3 don't remember, it was in the first week or a  4 couple weeks later, fairly close after the  5 closing.  6 <b>Q Okay. So on January 27th, it was business as</b>  7 <b>usual?</b>  8 MR. VOSS: Object to the form.  9 THE WITNESS: As much as it could be,  10 yes.  11 BY MR. JOHNSON:  12 <b>Q And was that a goal, to keep on going as the</b>  13 <b>same -- as a company, for the company to</b>  14 <b>continue the same as it was before the sale</b>  15 <b>after the sale?</b>  16 MR. VOSS: Object to the form.  17 THE WITNESS: I don't know that it  18 was a goal, and I don't know that things  19 continued on the same as they were before  20 either.  21 BY MR. JOHNSON:  22 <b>Q The people who were on the short list, the</b>  23 <b>people who lost their job after the sale, when</b>  24 <b>did they lose their job?</b>  25 A I don't recall exactly if it was before the</p> <p style="text-align: right;">38</p>	<p>1 A Scott Bowman.  2 <b>Q When did Scott Bowman lose his job?</b>  3 A I believe the same time as everyone else there,  4 but again, I think it was between the auction  5 and the closing date.  6 <b>Q Do you know how many regional managers lost</b>  7 <b>their job?</b>  8 A One, I believe.  9 <b>Q Okay. Do you know who that was?</b>  10 A The name escapes me. It will come to me.  11 <b>Q All right. And the remainder were field</b>  12 <b>engineers?</b>  13 A I believe so, yes.  14 <b>Q So, ballpark, 19 field engineers?</b>  15 A Yes.  16 <b>Q All right. As far as the --</b>  17 A Excuse me. His name is Dennis Graves, the  18 northeast regional manager.  19 <b>Q Okay. Scott Bowman, he was the area service</b>  20 <b>director for what area?</b>  21 A That would have been the central area.  22 <b>Q What's his -- Was his position filled by</b>  23 <b>anybody else?</b>  24 A His position was eliminated.  25 <b>Q What about Dennis Graves, the regional manager</b></p> <p style="text-align: right;">40</p>
<p>1 closing, seems like it was, or if it was after.  2 <b>Q How were they notified?</b>  3 A I believe that our CRO and our director of HR  4 notified them.  5 <b>Q Do you remember how many employees lost their</b>  6 <b>position?</b>  7 A I believe it was 42.  8 <b>Q Of those 42, how many were local, worked in</b>  9 <b>Verona?</b>  10 A Maybe 21, maybe half.  11 <b>Q And the other approximately 21 worked out in</b>  12 <b>the field?</b>  13 A That would be correct.  14 <b>Q All right. When I say "out in the field," I</b>  15 <b>know I said it, but what do you mean by that,</b>  16 <b>is that field engineers and supervisory staff</b>  17 <b>of the field engineers?</b>  18 A I would call them remote employees.  19 <b>Q Okay.</b>  20 A Field engineers, regional manager, an area  21 service director.  22 <b>Q Okay. How many area service directors lost</b>  23 <b>their job?</b>  24 A One.  25 <b>Q Who was that?</b></p> <p style="text-align: right;">39</p>	<p>1 <b>position, was that eliminated?</b>  2 A His position was filled by somebody else.  3 <b>Q Okay. Was there any particular reason you got</b>  4 <b>rid of Scott Bowman?</b>  5 A Out of the four area service directors, he was  6 the weakest link.  7 <b>Q Okay. What about Dennis Graves?</b>  8 A Same kind of thing. Out of all the regional  9 managers, he was the weakest link, and when we  10 overlaid the Thomas &amp; Betts field service  11 organization, they had a stronger player in  12 that area.  13 <b>Q And that's who filled the position?</b>  14 A Correct.  15 <b>Q And with the 19 field engineers, why did they</b>  16 <b>lose their job?</b>  17 A They would have been the weakest links,  18 overstaffed areas, made the most business sense  19 that if we had to let somebody go, that it  20 would be those guys.  21 <b>Q Did Thomas &amp; Betts have a similar ongoing</b>  22 <b>business as JT Packard, you know, providing the</b>  23 <b>service to uninterruptible power supplies?</b>  24 A Yes, they did.  25 <b>Q Much smaller?</b></p> <p style="text-align: right;">41</p>

<p>1 A Yes.</p> <p>2 <b>Q And, essentially, that business was meshed</b></p> <p>3 <b>together with JT Packard, the new JT Packard</b></p> <p>4 <b>after the sale, is that right?</b></p> <p>5 A That's correct.</p> <p>6 <b>Q So there was some overlap?</b></p> <p>7 A There was some overlap in the field, yes.</p> <p>8 <b>Q Okay. And were some of the field engineers,</b></p> <p>9 <b>the 19 positions, were those eliminated because</b></p> <p>10 <b>of that overlap?</b></p> <p>11 A That may very well have been some of the</p> <p>12 reasoning, yes.</p> <p>13 <b>Q Some were just not strong employees?</b></p> <p>14 A That as well, yes.</p> <p>15 <b>Q What about the group of folks that worked in</b></p> <p>16 <b>Verona, those 21 or so folks, were there</b></p> <p>17 <b>certain sections of JT Packard -- of the old JT</b></p> <p>18 <b>Packard that were removed, or why did those</b></p> <p>19 <b>positions go away?</b></p> <p>20 A None of those were actually in any of my</p> <p>21 departments, so the reasoning for their</p> <p>22 selection, I couldn't tell you.</p> <p>23 I can tell you that some of the management</p> <p>24 decisions I believe were based on Thomas &amp;</p> <p>25 Betts' evaluation and interview process, and</p> <p style="text-align: right;">42</p>	<p>1 or less business development department was</p> <p>2 eliminated, yes.</p> <p>3 <b>Q Okay. And do you know when his job was</b></p> <p>4 <b>eliminated?</b></p> <p>5 A Well, I believe around the same time as the</p> <p>6 others.</p> <p>7 <b>Q He wasn't too happy, was he?</b></p> <p>8 A No, he was not.</p> <p>9 <b>Q Okay.</b></p> <p>10 <b>(Exhibit No. 3 marked for identification.)</b></p> <p>11 BY MR. JOHNSON:</p> <p>12 <b>Q Have you had the opportunity to look at</b></p> <p>13 <b>TEED000308?</b></p> <p>14 A Yes, I have.</p> <p>15 <b>Q Have you seen this before?</b></p> <p>16 A Yes, I do believe I've seen this before.</p> <p>17 <b>Q And this is a press release from Thomas &amp; Betts</b></p> <p>18 <b>on January 20, 2010 regarding the auction,</b></p> <p>19 <b>purchase and upcoming closing on the JT Packard</b></p> <p>20 <b>sale, is that right?</b></p> <p>21 A Well, I believe the document speaks for itself,</p> <p>22 yes.</p> <p>23 <b>Q Okay. Your understanding of the purchase</b></p> <p>24 <b>price, the net purchase price was \$22 million,</b></p> <p>25 <b>is that accurate?</b></p> <p style="text-align: right;">44</p>
<p>1 how they wanted the company restructured, but</p> <p>2 that would be my opinion of why they did that.</p> <p>3 <b>Q It's my understanding, and I can be wrong, I</b></p> <p>4 <b>hear all kinds of things, as I'm sure you can</b></p> <p>5 <b>imagine, that a percentage of the employees,</b></p> <p>6 <b>the local employees were sales staff, is that</b></p> <p>7 <b>right?</b></p> <p>8 A We have three sales departments within JT</p> <p>9 Packard, yes.</p> <p>10 <b>Q Okay. Is that old JT Packard or new JT</b></p> <p>11 <b>Packard?</b></p> <p>12 A That is both.</p> <p>13 <b>Q Okay. What are those three sales staffs?</b></p> <p>14 A The service sales department, the time and</p> <p>15 material and battery sales department, and the</p> <p>16 equipment sales department.</p> <p>17 <b>Q Were a chunk of the 21 positions in Verona that</b></p> <p>18 <b>were discarded in sales?</b></p> <p>19 A I believe there were some sales personnel that</p> <p>20 were let go, yes.</p> <p>21 <b>Q Were there any of those three parts of the</b></p> <p>22 <b>sales department eliminated, the entire part?</b></p> <p>23 A I wouldn't say the entire part of those</p> <p>24 businesses were eliminated; however, Jim</p> <p>25 Nolden, the VP of business development and more</p> <p style="text-align: right;">43</p>	<p>1 A That's what -- That is what it says in the</p> <p>2 document, yes.</p> <p>3 <b>Q Is that your recollection of what the price</b></p> <p>4 <b>was?</b></p> <p>5 A For some reason, I believe that the auction</p> <p>6 ended at \$28 million, but this does describe it</p> <p>7 as a net purchase price, so it could be.</p> <p>8 <b>Q Slippery numbers?</b></p> <p>9 A They are.</p> <p>10 <b>Q And does this document refresh your</b></p> <p>11 <b>recollection that the closing was on January 26</b></p> <p>12 <b>of 2010?</b></p> <p>13 A Yes, it does.</p> <p>14 <b>Q Okay. And I think you already testified to it,</b></p> <p>15 <b>but the JT Packard sales in 2009 were \$60</b></p> <p>16 <b>million?</b></p> <p>17 A That's what the document says, yes.</p> <p>18 <b>Q And that's what your testimony earlier was, is</b></p> <p>19 <b>that right?</b></p> <p>20 A I believe so.</p> <p>21 <b>Q Is the description of JT Packard's business in</b></p> <p>22 <b>the first paragraph of this document accurate,</b></p> <p>23 <b>old JT Packard?</b></p> <p>24 A I believe it to be, yes.</p> <p>25 <b>Q Okay. And is that an accurate depiction or</b></p> <p style="text-align: right;">45</p>

<p>1 accurate description of new JT Packard's 2 business? 3 A I think, as the disclaimer paragraph at the 4 bottom states, that it contains some 5 looking-forward type verbiage, but I think that 6 adequately describes the direction we are 7 headed, yes. 8 <b>Q All right. Okay. Did JT Packard's core 9 business change from old JT Packard to new JT 10 Packard?</b> 11 MR. VOSS: Object to the form. 12 MR. JOHNSON: Do you understand the 13 question? 14 THE WITNESS: I believe our core 15 business is servicing critical power equipment, 16 and, no, that has not changed. 17 BY MR. JOHNSON: 18 <b>Q What other business, other than servicing 19 critical power equipment, did old JT Packard 20 do?</b> 21 A I'm sorry. Could you -- could you repeat the 22 question? 23 <b>Q Okay. Well, you said JT Packard's core 24 business was servicing critical power, was that 25 right?</b></p> <p style="text-align: right;">46</p>	<p>1 <b>Q And new JT Packard services fire suppression 2 units?</b> 3 A Yes. 4 <b>Q Okay. And also services -- What was the third 5 thing you said?</b> 6 A Generators. 7 <b>Q Generators?</b> 8 A Yes. 9 <b>Q And the new JT Packard still services the 10 generators, is that right?</b> 11 A Yes. We continue to service those products; 12 however, with a slightly different twist on 13 it. 14 <b>Q What is that twist?</b> 15 A We are selling it at a profit now. 16 <b>Q Selling the service?</b> 17 A Yes. 18 <b>Q Okay. Does new JT Packard continue to sell 19 batteries?</b> 20 A Yes. 21 <b>Q And does new JT Packard continue to sell the 22 same other equipment?</b> 23 A The same other equipment, and some other 24 products, now that Thomas &amp; Betts brings us to 25 the table.</p> <p style="text-align: right;">48</p>
<p>1 A Critical power equipment. 2 <b>Q Critical power equipment?</b> 3 A Yes. 4 <b>Q Okay. Thank you. Other than servicing 5 critical power equipment, what was old JT 6 Packard's business?</b> 7 A The other lines of business that we are in 8 is servicing generators, HVAC, fire 9 suppression. 10 <b>Q And that's old JT Packard?</b> 11 A Yes. 12 <b>Q Okay. Anything else?</b> 13 A I believe that's about it. 14 <b>Q Okay. Did they sell any equipment, old JT 15 Packard?</b> 16 A Sure. Equipment sales, battery sales, time and 17 material sales. 18 <b>Q New JT Packard continues to service critical 19 power equipment, is that right?</b> 20 A That's correct. 21 <b>Q And that continues to be new JT Packard's core 22 business, is that correct?</b> 23 A That's correct. 24 <b>Q Okay. New JT Packard services HVAC?</b> 25 A Yes.</p> <p style="text-align: right;">47</p>	<p>1 <b>Q You're selling Thomas &amp; Betts products now 2 also?</b> 3 A Yes. 4 <b>Q Is there anything else that new JT Packard does 5 that we haven't covered, currently?</b> 6 A New JT Packard also services the industrial 7 product base that Thomas &amp; Betts brings to the 8 table. New JT Packard, forward looking, may 9 very well soon be a self-performing HVAC 10 service. There are other products, and 11 expansions, and strategies in the works, 12 yes. 13 <b>Q But at this time they are actually servicing 14 the industrial base?</b> 15 A Yes. 16 <b>Q What exactly is that?</b> 17 A Old JT Packard primarily operated in a data 18 center market. Thomas &amp; Betts' products are in 19 industrial retail spaces, petrol chemical 20 plants, Loewe's stores, and that's something 21 that old JT Packard did not do. 22 <b>Q Kind of expanded the customer base?</b> 23 A Correct, with a different set of products as 24 well. 25 <b>Q Okay. Same services, but a different set of</b></p> <p style="text-align: right;">49</p>

<p>1 <b>products?</b></p> <p>2 A And customer base, different market.</p> <p>3 <b>Q The industrial base, what percentage of new JT</b></p> <p>4 <b>Packard's work is that?</b></p> <p>5 A I don't really have a good grasp on that yet,</p> <p>6 as we are still working in two different</p> <p>7 systems. That's something we are trying to</p> <p>8 resolve. I would imagine that if Power</p> <p>9 Solutions' service business is \$10 million and</p> <p>10 JT Packard is \$60 million, that it's probably</p> <p>11 about a sixth.</p> <p>12 <b>Q Okay. Sounds like you got a headache on your</b></p> <p>13 <b>hands.</b></p> <p>14 A Nothing but opportunities.</p> <p>15 <b>Q Glass half full?</b></p> <p>16 A Speaking of glasses, could I have a glass of</p> <p>17 water?</p> <p>18 <b>Q Of course.</b></p> <p>19 A Thank you.</p> <p>20 <b>Q One quick question about Exhibit No. 3. That's</b></p> <p>21 <b>in front of you there?</b></p> <p>22 A Yes.</p> <p>23 <b>Q There is a picture in the bottom left corner.</b></p> <p>24 <b>Is that one of the field engineers?</b></p> <p>25 A No, it is not.</p> <p style="text-align: right;">50</p>	<p>1 A They no longer have the little Power Plus</p> <p>2 piece of it underneath JT Packard here</p> <p>3 (indicating).</p> <p>4 <b>Q Now it says just -- Now it just says JT</b></p> <p>5 <b>Packard?</b></p> <p>6 A Correct.</p> <p>7 <b>Q Power Plus is the name that S.R. Bray Corp was</b></p> <p>8 <b>doing business as, right?</b></p> <p>9 A I believe that is correct.</p> <p>10 <b>Q Okay. The current name of JT Packard, the</b></p> <p>11 <b>official name is what?</b></p> <p>12 A JT Packard.</p> <p>13 <b>Q Okay. Is it Thomas &amp; Betts Power Solutions</b></p> <p>14 <b>doing business as JT Packard?</b></p> <p>15 A It may very well be.</p> <p>16 <b>Q You just know it as JT Packard?</b></p> <p>17 A JT Packard, LLC, yes.</p> <p>18 <b>Q Okay.</b></p> <p>19 A I just call it JT Packard.</p> <p>20 <b>Q Sure. And I'm assuming everybody else does,</b></p> <p>21 <b>too?</b></p> <p>22 A Yes.</p> <p>23 <b>Q Except for the lawyers?</b></p> <p>24 A Everybody I talk to.</p> <p>25 <b>Q Except for the lawyers?</b></p> <p style="text-align: right;">52</p>
<p>1 <b>Q It's not?</b></p> <p>2 A No.</p> <p>3 <b>Q Is that somebody that's supposed to look like a</b></p> <p>4 <b>field engineer?</b></p> <p>5 A Sure.</p> <p>6 <b>Q He's wearing the red JT Packard polo shirt, is</b></p> <p>7 <b>that right?</b></p> <p>8 A If you say so. This is in black and white, so</p> <p>9 I can't tell you.</p> <p>10 <b>Q Is the general field engineer uniform a red</b></p> <p>11 <b>polo shirt and jeans?</b></p> <p>12 A It is, only not that polo shirt, because the</p> <p>13 field requirement is a long-sleeve, all cotton</p> <p>14 shirt.</p> <p>15 <b>Q Sure. Can't start a fire, right?</b></p> <p>16 A We don't want them to.</p> <p>17 <b>Q Try not to, right?</b></p> <p>18 A Right.</p> <p>19 <b>Q The field engineers are wearing the same red</b></p> <p>20 <b>shirts as they wore before the sale, is that</b></p> <p>21 <b>right?</b></p> <p>22 A No.</p> <p>23 <b>Q They got new shirts?</b></p> <p>24 A Yes.</p> <p>25 <b>Q What do they say?</b></p> <p style="text-align: right;">51</p>	<p>1 A Except for the lawyers and the accountants and</p> <p>2 the auditors.</p> <p>3 <b>Q So when you went to work on January 27, work</b></p> <p>4 <b>was a little bit different after the sale or</b></p> <p>5 <b>after the closing, in that a couple positions</b></p> <p>6 <b>were gotten rid of, but was your job</b></p> <p>7 <b>essentially the same?</b></p> <p>8 MR. VOSS: Object to the form of the</p> <p>9 question.</p> <p>10 MR. JOHNSON: Do you understand the</p> <p>11 question?</p> <p>12 THE WITNESS: I can answer as far as</p> <p>13 my job is concerned, and no, it wasn't the</p> <p>14 same.</p> <p>15 BY MR. JOHNSON:</p> <p>16 <b>Q Okay. And did that change happen immediately</b></p> <p>17 <b>on the 27th?</b></p> <p>18 A Pretty much.</p> <p>19 <b>Q And what was that change?</b></p> <p>20 A I was made the director of field services.</p> <p>21 <b>Q Okay.</b></p> <p>22 A From being the vice-president of engineering</p> <p>23 and operations.</p> <p>24 <b>Q Okay. So Patti lost her job in the sale,</b></p> <p>25 <b>right?</b></p> <p style="text-align: right;">53</p>



<p>1 A Correct.</p> <p>2 <b>Q And she was the former director of field</b></p> <p>3 <b>services?</b></p> <p>4 A Yes, she was the former director of field</p> <p>5 services.</p> <p>6 <b>Q Okay. And so you basically assumed her job</b></p> <p>7 <b>duties also?</b></p> <p>8 A That would be correct.</p> <p>9 <b>Q Okay. At some point later you shed some of</b></p> <p>10 <b>your other duties?</b></p> <p>11 A Yes. I don't remember exactly how it all</p> <p>12 played out.</p> <p>13 <b>Q Was that immediate or --</b></p> <p>14 A I don't recall.</p> <p>15 <b>Q Okay. The day after the sale closed, on the</b></p> <p>16 <b>27th, did your e-mail address change?</b></p> <p>17 A No.</p> <p>18 <b>Q Your cell phone change?</b></p> <p>19 A No.</p> <p>20 <b>Q Okay. Your office?</b></p> <p>21 A No.</p> <p>22 <b>Q Has your office changed?</b></p> <p>23 A No, my office has not changed.</p> <p>24 <b>Q Same computer?</b></p> <p>25 A Yes.</p> <p style="text-align: right;">54</p>	<p>1 MR. JOHNSON: Of course.</p> <p>2 (Short break was taken.)</p> <p>3 (Discussion was held off the record.)</p> <p>4 MR. JOHNSON: Are you ready?</p> <p>5 MR. VOSS: Yes.</p> <p>6 THE WITNESS: Yes.</p> <p>7 BY MR. JOHNSON:</p> <p>8 <b>Q All right. After the sale, or after the</b></p> <p>9 <b>closing of the sale on January 27th, did your</b></p> <p>10 <b>compensation change?</b></p> <p>11 A I don't believe so.</p> <p>12 <b>Q Benefits stayed the same?</b></p> <p>13 A I believe so.</p> <p>14 MR. JOHNSON: Let's mark this as --</p> <p>15 What's the next exhibit?</p> <p>16 THE REPORTER: Exhibit No. 4.</p> <p>17 MR. JOHNSON: Okay. Thanks. Let's</p> <p>18 mark this as Exhibit 4.</p> <p>19 (Exhibit No. 4 marked for identification.)</p> <p>20 BY MR. JOHNSON:</p> <p>21 <b>Q This is, unfortunately, not Bates stamped, but</b></p> <p>22 <b>it is the Third Amended Complaint for</b></p> <p>23 <b>Injunctive Relief and Damages, in case number</b></p> <p>24 <b>3:10-CV-00213, in the Western District of</b></p> <p>25 <b>Wisconsin. Do you see that?</b></p> <p style="text-align: right;">56</p>
<p>1 <b>Q Okay. When you took a look at a -- Strike</b></p> <p>2 <b>that. When the sale occurred in the middle of</b></p> <p>3 <b>a -- Strike that.</b></p> <p>4 <b>The sale occurred in the middle of a pay</b></p> <p>5 <b>period, is that right?</b></p> <p>6 A Could be. I don't know.</p> <p>7 <b>Q Do you know what your pay periods are?</b></p> <p>8 A Frankly, no.</p> <p>9 <b>Q You don't look at the paycheck very often, do</b></p> <p>10 <b>you?</b></p> <p>11 A My wife handles that.</p> <p>12 <b>Q Do you know if you received two paychecks for</b></p> <p>13 <b>that pay period where the sale took place?</b></p> <p>14 A I don't recall. Seems like I've heard that.</p> <p>15 Something like that may have happened.</p> <p>16 <b>Q But you don't know?</b></p> <p>17 A I couldn't tell you for sure.</p> <p>18 <b>Q Do you have direct deposit?</b></p> <p>19 A Yes.</p> <p>20 <b>Q All right.</b></p> <p>21 A Could I have some more water?</p> <p>22 <b>Q Sure.</b></p> <p>23 A Thank you.</p> <p>24 MR. VOSS: Can we take a break,</p> <p>25 please?</p> <p style="text-align: right;">55</p>	<p>1 A Yes.</p> <p>2 <b>Q Okay. Mr. Sears, do you know what this</b></p> <p>3 <b>document is?</b></p> <p>4 A This looks like a court filing.</p> <p>5 <b>Q It sure is. Do you know anything about this</b></p> <p>6 <b>court filing or why this was filed?</b></p> <p>7 A The employees that are named in this left our</p> <p>8 organization, and it's believed that they had</p> <p>9 taken company proprietary information, trade</p> <p>10 secrets, and they are using it to harm our</p> <p>11 business.</p> <p>12 <b>Q Okay. And what do you mean by harm your</b></p> <p>13 <b>business?</b></p> <p>14 A Solicit our employees, our customer base,</p> <p>15 compete with us in a manner that gives them an</p> <p>16 unfair advantage.</p> <p>17 <b>Q Does JT Packard have a -- are the customers one</b></p> <p>18 <b>time customers, or are they recurring</b></p> <p>19 <b>customers?</b></p> <p>20 A Both.</p> <p>21 <b>Q Okay. What percentage are one time and what</b></p> <p>22 <b>percentage are recurring?</b></p> <p>23 A I couldn't put a percentage on it. A majority</p> <p>24 of our customers are contracted customers, they</p> <p>25 have annual or multi-year service agreements.</p> <p style="text-align: right;">57</p>

<p>1 Q And those -- if it's an annual agreement, 2 allegedly these former employees are going 3 after those customers when their contracts are 4 up, is that right?</p> <p>5 A The customer -- These folks are going after 6 them regardless of their contracts. Most all 7 contracts are cancelable.</p> <p>8 Q Okay. They are. All right. These customer 9 contracts, did they continue in force after the 10 sale or was there a new contract signed for 11 every customer on January 27th?</p> <p>12 A I believe there was effort to reassign all 13 contracts.</p> <p>14 Q Okay. Has JT Packard, the new JT Packard lost 15 any customers because of these former 16 employees' actions?</p> <p>17 A JT Packard has lost customers. I don't know if 18 it's a direct result of the two employees named 19 on this document or the other employees that 20 are currently employed by Power Plus, the other 21 former, ex-JT Packard employees.</p> <p>22 Q How many customers has new JT Packard lost that 23 were former customers of old JT Packard?</p> <p>24 A There is one customer that I know of for sure. 25 Their may be others. There's also a few sales</p> <p style="text-align: right;">58</p>	<p>1 this?</p> <p>2 A Yes.</p> <p>3 Q Okay. Is everything in this letter accurate?</p> <p>4 A To the best of my knowledge, I do not believe 5 we actually have field engineers in all 50 6 states, but the way I believe that's worded, 7 it's close enough.</p> <p>8 Q Same familiar red shirts though, right?</p> <p>9 A Yes.</p> <p>10 Q Okay. The red shirt that you're actually 11 wearing today, right?</p> <p>12 A This is one of them, yes.</p> <p>13 Q Okay. Is this the first announcement that went 14 out to the customers about the sale?</p> <p>15 A I'm not sure about that.</p> <p>16 Q Did new JT Packard try to re-sign customers 17 before or after this letter?</p> <p>18 A From what I recall, that was something that 19 happened closer to closing, and the CRO was 20 engaged with helping with some of that as well. 21 I don't remember exactly when all that 22 happened.</p> <p>23 Q From the customer point of view though, 24 essentially there was no change other than a 25 different name, is that right?</p> <p style="text-align: right;">60</p>
<p>1 that we had lost in the open market to them as 2 well.</p> <p>3 Q Has the new JT Packard retained most of its 4 customer base from the old JT Packard?</p> <p>5 A I would say that we have retained a majority of 6 our customers, yes, since the acquisition. 7 (Exhibit No. 5 marked for identification.) 8 BY MR. JOHNSON:</p> <p>9 Q Mr. Sears, have you had a chance to take a look 10 at Exhibit No. 5, Bates stamped TEED000307?</p> <p>11 A Yes.</p> <p>12 Q Is that your signature on the bottom of that 13 document?</p> <p>14 A Yes, it is.</p> <p>15 Q All right. Have you seen this before?</p> <p>16 A Yes, I have.</p> <p>17 Q Okay. Is this the effort that you were talking 18 about a few minutes ago, to try to sign a new 19 contract, or what is this?</p> <p>20 A No, this had nothing to do with the 21 reassignment of contracts. This is an 22 announcement letter that was crafted, I 23 believe, by the Thomas &amp; Betts marketing 24 department.</p> <p>25 Q Okay. Kind of put on your desk, here, sign</p> <p style="text-align: right;">59</p>	<p>1 A I believe the customers would have received 2 assignment letters for contracts, reassigned 3 the contracts to the new business.</p> <p>4 Q As far as the services they were receiving, 5 there was essentially no change, is that right?</p> <p>6 A Sounds reasonable.</p> <p>7 Q JT Packard values their customer relationships, 8 is that right?</p> <p>9 A We sure do.</p> <p>10 Q That's why you have all your employees sign 11 non-compete agreements?</p> <p>12 MR. VOSS: Object to the form.</p> <p>13 MR. JOHNSON: Do all your employees 14 sign non-compete or confidentiality agreements?</p> <p>15 THE WITNESS: I believe that's 16 standard practice in our HR department, yes.</p> <p>17 BY MR. JOHNSON:</p> <p>18 Q And part of the reason for that is because JT 19 Packard values its customer base, is that 20 right?</p> <p>21 A It's an HR policy. I am not sure if they 22 decided on that because of that reason or not.</p> <p>23 Q The group of employees that have left JT 24 Packard and that new JT Packard is currently 25 engaged in litigation with, they are going</p> <p style="text-align: right;">61</p>

<p>1 after the customer relationship that they have 2 built with JT Packard, is that right, with old 3 JT Packard? 4 MR. VOSS: Object to the form. 5 THE WITNESS: I don't understand who 6 "they" is. 7 BY MR. JOHNSON: 8 <b>Q "They" would be the -- -- Strike that. The</b> 9 <b>former employees that left JT Packard, old JT</b> 10 <b>Packard are now competing with new JT Packard,</b> 11 <b>correct?</b> 12 A Some of them, yes. 13 <b>Q Okay. And the "some" that JT Packard -- new JT</b> 14 <b>Packard is currently involved in litigation</b> 15 <b>with, they are going after JT Packard -- old JT</b> 16 <b>Packard's customers, correct?</b> 17 MR. VOSS: Object to the form. 18 THE WITNESS: You confused me. 19 MR. JOHNSON: Sure. I confuse 20 myself. The former JT Packard employees, which 21 new JT Packard is now suing, are being sued 22 because they are soliciting current and former 23 JT Packard customers? 24 MR. VOSS: Is that a question? 25 MR. JOHNSON: Correct.</p> <p style="text-align: right;">62</p>	<p>1 A I can't be sure if it was a service contract 2 that was canceled prior to or post acquisition, 3 I couldn't tell you, if it had something to do 4 with the equipment sale that we lost with that 5 customer, if they didn't buy the equipment from 6 us post acquisition, and that part of the 7 business obviously didn't happen. 8 <b>Q Does new JT Packard's current customer list</b> 9 <b>look any different than old JT Packard?</b> 10 A I'm sure our customer list changes on almost a 11 daily basis. 12 <b>Q In between January 26 and January 27, was there</b> 13 <b>any major change?</b> 14 A Not that I recall. 15 <b>Q So the customer base is essentially the same?</b> 16 MR. VOSS: Object to the form. 17 Misstates the testimony. 18 MR. JOHNSON: Is the customer list 19 essentially the same in between old JT Packard 20 and new JT Packard? 21 MR. VOSS: Object to the question, 22 object to the form, misstates the testimony. 23 THE WITNESS: I guess I don't know 24 that there is any significant change, or I 25 should say is or isn't any significant change.</p> <p style="text-align: right;">64</p>
<p>1 MR. VOSS: Object to the form. 2 THE WITNESS: Thomas &amp; Betts JT 3 Packard is taking action against former 4 employees who stole company data. There are 5 employees who did not get rehired with the new 6 organization that work for Power Plus. There 7 are also employees who left the organization of 8 their own accord, post acquisition, and now 9 work for Power Plus. This group of employees 10 are actively soliciting JT Packard business, 11 yes. 12 BY MR. JOHNSON: 13 <b>Q And that business that they are soliciting is</b> 14 <b>business that old JT Packard did, is that</b> 15 <b>right?</b> 16 A They may very well have been customers of old 17 JT Packard, yes. 18 <b>Q And that is business that new JT Packard was</b> 19 <b>doing business with, is that right?</b> 20 A That may very well be correct, yes. 21 <b>Q You mentioned that there was one customer that</b> 22 <b>you were aware of?</b> 23 A Yes. 24 <b>Q Okay. And did new JT Packard do any business</b> 25 <b>with that customer?</b></p> <p style="text-align: right;">63</p>	<p>1 BY MR. JOHNSON: 2 <b>Q JT Packard is currently doing business out of</b> 3 <b>275 Investment Court, Verona, Wisconsin, 53593;</b> 4 <b>is that right?</b> 5 A That's correct. 6 <b>Q And that's the same address that JT Packard did</b> 7 <b>business out of, that old JT Packard did</b> 8 <b>business out of?</b> 9 A That's correct. 10 <b>Q Okay. JT Packard's website is still</b> 11 <b>www.jtpackard.com?</b> 12 A To the best of my knowledge. 13 <b>Q That hasn't changed?</b> 14 A I don't think so. 15 <b>Q Okay. Let's see if we can clear that up for</b> 16 <b>you.</b> 17 <b>(Exhibit No. 6 marked for identification.)</b> 18 BY MR. JOHNSON: 19 <b>Q Dan, you've been handed what's been marked as</b> 20 <b>Exhibit No. 6, Bates stamped TEED000275. Does</b> 21 <b>it look familiar to you?</b> 22 A Yes. 23 <b>Q Do you know what this is?</b> 24 A It looks exactly like the JT Packard website. 25 It also looks real similar to the Power Plus</p> <p style="text-align: right;">65</p>

<p>1 website. Change the words, and it's the same</p> <p>2 site.</p> <p>3 <b>Q Okay. There is a date on the bottom right</b></p> <p>4 <b>corner, April 19, 2010. Do you know if this is</b></p> <p>5 <b>what JT Packard's website looked like on</b></p> <p>6 <b>April 19, 2010?</b></p> <p>7 A I do not.</p> <p>8 <b>Q Do you have any reason to think it looked any</b></p> <p>9 <b>different?</b></p> <p>10 A No.</p> <p>11 <b>Q And April 19th was after the sale to Thomas &amp;</b></p> <p>12 <b>Betts?</b></p> <p>13 A 2010, yes.</p> <p>14 <b>Q If you look towards the bottom of this website,</b></p> <p>15 <b>it says, "Copyright Policy, Terms &amp; Conditions,</b></p> <p>16 <b>Privacy Policy, Site Map, Thomas &amp; Betts Power</b></p> <p>17 <b>Solutions is a wholly owned subsidiary of</b></p> <p>18 <b>Thomas &amp; Betts Corporation," correct?</b></p> <p>19 A Yes.</p> <p>20 <b>Q This is after the sale, is that right?</b></p> <p>21 A According to the date on the page, yes.</p> <p>22 <b>Q Do you see where it says Thomas &amp; Betts Power</b></p> <p>23 <b>Solutions?</b></p> <p>24 A Yes.</p> <p>25 <b>Q Okay. And Thomas &amp; Betts basically took over</b></p> <p style="text-align: right;">66</p>	<p>1 <b>same phone number?</b></p> <p>2 A Yes.</p> <p>3 <b>Q Prior to the sale, did most field engineers</b></p> <p>4 <b>work out of their home office?</b></p> <p>5 A Yes.</p> <p>6 <b>Q And the regional manager, do they also work out</b></p> <p>7 <b>of home offices?</b></p> <p>8 A Yes.</p> <p>9 <b>Q And the area directors?</b></p> <p>10 A The area service directors also work out of</p> <p>11 home offices.</p> <p>12 <b>Q Okay. And they all continued to work out of</b></p> <p>13 <b>their home offices after the sale; is that</b></p> <p>14 <b>right?</b></p> <p>15 A Yes, they do continue to work out of home</p> <p>16 offices.</p> <p>17 <b>Q All right. Do you know how many field</b></p> <p>18 <b>engineers JT Packard had prior to the sale,</b></p> <p>19 <b>field engineers JT Packard employed?</b></p> <p>20 A Only approximately. It changes on a daily</p> <p>21 basis, it seems, weekly basis.</p> <p>22 <b>Q Was is 250, 200?</b></p> <p>23 A It was approximately 140, 150. I'm sorry, at</p> <p>24 what timeframe did you ask?</p> <p>25 <b>Q Just before the sale.</b></p> <p style="text-align: right;">68</p>
<p>1 <b>the website, is that right?</b></p> <p>2 A I don't know that they took it over, but if you</p> <p>3 say so.</p> <p>4 <b>Q Up on the top right-hand corner of this</b></p> <p>5 <b>document it says www.jtpackard.com; is that</b></p> <p>6 <b>right?</b></p> <p>7 A "/office_locations.html, yes.</p> <p>8 <b>Q Thomas &amp; Betts uses the same www.jtpackard.com</b></p> <p>9 <b>after the sale; is that right?</b></p> <p>10 A I guess I don't understand the question.</p> <p>11 <b>Q Okay. Did Thomas &amp; Betts use the same JT</b></p> <p>12 <b>Packard website for new JT Packard after the</b></p> <p>13 <b>sale?</b></p> <p>14 MR. VOSS: Do you mean the web</p> <p>15 address?</p> <p>16 MR. JOHNSON: Oh, the web address,</p> <p>17 sure.</p> <p>18 THE WITNESS: The universal resource</p> <p>19 locator, commonly known as a URL, is</p> <p>20 www.jtpackard.com, yes.</p> <p>21 BY MR. JOHNSON:</p> <p>22 <b>Q Great. That's the same URL before and after</b></p> <p>23 <b>the sale?</b></p> <p>24 A Yes.</p> <p>25 <b>Q And the phone number, 1-800-972-9778, is the</b></p> <p style="text-align: right;">67</p>	<p>1 A Oh, it would have been less, probably 120, 130,</p> <p>2 somewhere around there.</p> <p>3 <b>Q Okay. New JT Packard has acquired more field</b></p> <p>4 <b>engineers?</b></p> <p>5 A Currently, as of yesterday, we were at 115.</p> <p>6 <b>Q Okay. So that number is about the same, plus</b></p> <p>7 <b>or minus five?</b></p> <p>8 A Well, again, it changes. End of May we were</p> <p>9 down to 103.</p> <p>10 <b>Q How many employees -- Strike that.</b></p> <p>11 MR. JOHNSON: Let's mark this the</p> <p>12 next exhibit.</p> <p>13 (Exhibit No. 7 marked for identification.)</p> <p>14 BY MR. JOHNSON:</p> <p>15 <b>Q Dan, I've handed you what has been marked as</b></p> <p>16 <b>Exhibit No. 7, Bates stamped TEED000274. Have</b></p> <p>17 <b>you seen this before?</b></p> <p>18 A I may have. There were a lot of announcements</p> <p>19 back then.</p> <p>20 <b>Q This is a Business Journal article from the</b></p> <p>21 <b>Milwaukee Business Journal, dated February 9,</b></p> <p>22 <b>2010. Is the information in this article</b></p> <p>23 <b>accurate, to your recollection?</b></p> <p>24 A Well, I didn't do the math on 15 percent of</p> <p>25 about 300 employees, but other than that, the</p> <p style="text-align: right;">69</p>

<p>1 numbers look pretty close.</p> <p>2 <b>Q Prior to the sale, JT Packard had about 300</b></p> <p>3 <b>employees?</b></p> <p>4 A I think it was a little less than that, but</p> <p>5 somewhere around there.</p> <p>6 <b>Q And it was somewhere around 15 percent?</b></p> <p>7 A Well, if that's what the math works out to be,</p> <p>8 sure.</p> <p>9 <b>Q Let's see. So it was about --</b></p> <p>10 A Well, 10 percent of 300 would be 30, so</p> <p>11 5 percent of that would be another 15.</p> <p>12 <b>Q You said earlier -- ballpark, you said 42?</b></p> <p>13 MR. VOSS: 15 percent? I'm sorry.</p> <p>14 The question you had before was 15 percent of</p> <p>15 what?</p> <p>16 MR. JOHNSON: Of the work force has</p> <p>17 lost their job.</p> <p>18 THE WITNESS: Well, as it states</p> <p>19 here, "weren't rehired." Semantics.</p> <p>20 BY MR. JOHNSON:</p> <p>21 <b>Q The approximately 19 field engineers who lost</b></p> <p>22 <b>their job, did that happen immediately after</b></p> <p>23 <b>closing or was that, you know, at closing and</b></p> <p>24 <b>in the couple months after that?</b></p> <p>25 A I don't recall exactly when it was. I think</p> <p style="text-align: right;">70</p>	<p>1 <b>job. How many regional managers were there?</b></p> <p>2 A Eleven.</p> <p>3 <b>Q So there are 11, and it went down to 10?</b></p> <p>4 A There were 11, and with the merger of the two</p> <p>5 businesses there are still 11.</p> <p>6 <b>Q That's right. His position was filled. Okay.</b></p> <p>7 <b>And the area service directors, the three area</b></p> <p>8 <b>service directors, do they report to you</b></p> <p>9 <b>directly now?</b></p> <p>10 A Yes.</p> <p>11 <b>Q Okay. And they formerly reported to Patti</b></p> <p>12 <b>Epstein?</b></p> <p>13 A The area service directors under old JT Packard</p> <p>14 reported to Patti, yes.</p> <p>15 <b>Q And all the field engineers obviously still</b></p> <p>16 <b>report to the regional managers?</b></p> <p>17 A That's correct.</p> <p>18 <b>Q Of the 11 regional managers, has there been any</b></p> <p>19 <b>change in who those regional managers are since</b></p> <p>20 <b>the closing of the sale?</b></p> <p>21 A Yes, there has.</p> <p>22 <b>Q Okay. What was that change?</b></p> <p>23 A Ben Wait (phonetic) quit and went to work for</p> <p>24 Power Plus. He was subsequently replaced with</p> <p>25 a field engineer who was promoted.</p> <p style="text-align: right;">72</p>
<p>1 this thing said -- I don't recall exactly when</p> <p>2 it was that the folks weren't rehired. I would</p> <p>3 imagine that it would be at closing time, when</p> <p>4 the company assumed or hired the employees.</p> <p>5 <b>Q All right. At closing or just after closing,</b></p> <p>6 <b>other than the one area service director, let</b></p> <p>7 <b>me get my -- Hold on. Strike that question,</b></p> <p>8 <b>please.</b></p> <p>9 A Let me clarify for you, the CRO who's in charge</p> <p>10 of old JT Packard notified the employees that</p> <p>11 weren't rehired by Thomas &amp; Betts, so that</p> <p>12 would have happened pretty close.</p> <p>13 <b>Q Did the chief restructuring officer, did he</b></p> <p>14 <b>continue to work after closing?</b></p> <p>15 A I don't know.</p> <p>16 <b>Q Did you see him around ever after closing?</b></p> <p>17 A No, he took off pretty much after the business</p> <p>18 closed. I would assume that there was some</p> <p>19 administrative duties he had to execute for the</p> <p>20 old business.</p> <p>21 <b>Q After the closing, JT Packard went from four</b></p> <p>22 <b>area service directors to three area service</b></p> <p>23 <b>directors, right?</b></p> <p>24 A That's correct.</p> <p>25 <b>Q Okay. And then one regional manager lost his</b></p> <p style="text-align: right;">71</p>	<p>1 <b>Q Okay.</b></p> <p>2 A And Ty Robey came to Verona, Wisconsin to take</p> <p>3 over training and safety, and his position was</p> <p>4 replaced by promoting to field engineer.</p> <p>5 <b>Q Did Ty Robey's job change immediately?</b></p> <p>6 A No.</p> <p>7 <b>Q Okay. Any recollection when that was?</b></p> <p>8 A June.</p> <p>9 <b>Q How about when did Mr. Wait leave?</b></p> <p>10 A I don't recall exactly. It was March, April,</p> <p>11 May timeframe.</p> <p>12 <b>Q Is Glenn Paulson still employed by new JT</b></p> <p>13 <b>Packard?</b></p> <p>14 A Yes.</p> <p>15 <b>Q Okay. And who are the other area service</b></p> <p>16 <b>directors?</b></p> <p>17 A Glenn Paulson is not an area service director.</p> <p>18 <b>Q Okay.</b></p> <p>19 A He is a strategic account manager. Now the</p> <p>20 three area service directors would be Lance</p> <p>21 Sabo, Jessie Martinez and Jean-Michele</p> <p>22 Christopher.</p> <p>23 <b>Q And those three were area service directors for</b></p> <p>24 <b>old JT Packard?</b></p> <p>25 A No.</p> <p style="text-align: right;">73</p>



<p>1 <b>Q Okay. So there was some change in who was</b>  2 <b>filling those positions in between the old and</b>  3 <b>new JT Packard?</b>  4 A Uh-huh.  5 <b>Q Is that right?</b>  6 A Yes.  7 <b>Q Okay. What were those changes?</b>  8 A Lance Sabo was the national service operations  9 manager for Thomas &amp; Betts Power Solutions, and  10 he was made the eastern area service director.  11 <b>Q Okay. Who was the other area service director?</b>  12 A Glenn Paulson.  13 <b>Q Okay. When did Glenn's position change?</b>  14 A Probably within a month of the closing of the  15 business, maybe two.  16 <b>Q So there was a month or two that Glenn was</b>  17 <b>still working as the area service director?</b>  18 A Yes.  19 <b>Q All right. Were there any other major changes</b>  20 <b>to the supervisory structure at JT Packard</b>  21 <b>before and after the sale?</b>  22 MR. VOSS: Object to the form.  23 THE WITNESS: In the field? At  24 corporate? I mean there were changes.  25</p> <p style="text-align: right;">74</p>	<p>1 MR. JOHNSON: This might be an easier  2 way of doing this.  3 (Exhibit No. 8 marked for identification.)  4 BY MR. JOHNSON:  5 <b>Q You've been handed a document that's been</b>  6 <b>marked as Exhibit No. 8. It is Bates stamped</b>  7 <b>JTP00000439 through 452.</b>  8 <b>Mr. Sears, this is essentially the</b>  9 <b>reporting structure of old JTP at one point; is</b>  10 <b>that right?</b>  11 A That's correct.  12 <b>Q Do you have any idea when this was?</b>  13 A Couldn't tell you. Obviously, we were under  14 S.R. Bray at that point in time.  15 <b>Q This is prior to when the bank came in and took</b>  16 <b>over, is that right?</b>  17 A Correct.  18 <b>Q So when the bank came in and took over,</b>  19 <b>essentially on this first page here of Exhibit</b>  20 <b>No. 8, Page 439, rather than CEO S.R. Bray, it</b>  21 <b>would be bank or Greg Charleston?</b>  22 A Correct.  23 <b>Q Is the remainder of this an accurate</b>  24 <b>description, the first page, Page 439, an</b>  25 <b>accurate picture of the reporting structure</b></p> <p style="text-align: right;">76</p>
<p>1 BY MR. JOHNSON:  2 <b>Q We went over the field changes, is that right?</b>  3 A We discussed some of the field changes, yes.  4 <b>Q What other changes were there in the field?</b>  5 A From the supervisory standpoint, I don't  6 believe there were any.  7 <b>Q Okay.</b>  8 A We talked about regional managers and area  9 service directors, right?  10 <b>Q Right. I'm talking about reporting structure.</b>  11 A Okay.  12 <b>Q At corporate there were some changes, is that</b>  13 <b>right?</b>  14 A Yes.  15 <b>Q Okay. And what were those changes?</b>  16 A Since the purchase?  17 <b>Q Yes.</b>  18 A Since the purchase, really just who we reported  19 to. So instead of reporting to Keith Bjelejac  20 or Steve Bray, we now report to Mike Lamothe.  21 Most of our organization reports to Mike. The  22 contracts admin person now reports to Hal, and  23 HR reports to Jolene, director of operations  24 reports to Don Peterson, IT reports to James  25 Holcum.</p> <p style="text-align: right;">75</p>	<p>1 <b>just before the sale?</b>  2 A No.  3 <b>Q What's different?</b>  4 A Obviously, the CFO is not there anymore; he's  5 on the board of directors. The controller is  6 the Power Plus controller, not in our  7 organization. Contract admin manager, Sam  8 Cemy, is a Power Plus employee, not in our  9 organization. Director of HR, Carrie Penner,  10 is a Power Plus employee, not in our  11 organization.  12 <b>Q Tom Ward is a JT Packard employee, right?</b>  13 A Correct.  14 <b>Q Okay.</b>  15 A Essentially, if you take out the Power Plus  16 folks and move the folks underneath them up,  17 everyone would have rolled to the CRO at that  18 point, with the exception of the equipment  19 sales manager, Jay Roidt, and sales application  20 engineer, R. Walker. They would continue to  21 roll up through Jim Nolden.  22 MR. VOSS: Through?  23 THE WITNESS: Jim Nolden.  24 BY MR. JOHNSON:  25 <b>Q And that's what it looked like just before the</b></p> <p style="text-align: right;">77</p>



<p>1 sale, is that right?</p> <p>2 A That's what it would have looked like for most</p> <p>3 of the duration of the CRO running the company.</p> <p>4 <b>Q Were there other changes that happened while</b></p> <p>5 <b>the CRO ran the company?</b></p> <p>6 A You know, at the management level, I don't</p> <p>7 believe so. I'm not entirely sure about the</p> <p>8 equipment sales and sales application</p> <p>9 positions, but the rest of it would have been</p> <p>10 that way.</p> <p>11 <b>Q All right. Currently, at new JT Packard, is</b></p> <p>12 <b>the structure similar to this, or is it</b></p> <p>13 <b>completely different?</b></p> <p>14 A It's similar, but different.</p> <p>15 <b>Q Where are you?</b></p> <p>16 A Essentially, we all roll to Mike Lamothe, and</p> <p>17 as I mentioned earlier, some of these folks</p> <p>18 have a dotted line reporting relationship with</p> <p>19 folks either at Power Solutions, in Richmond,</p> <p>20 or at the T &amp; B Memphis headquarters.</p> <p>21 For example, the CIO, while he directly</p> <p>22 reports to Mike Lamothe, he also has a dotted</p> <p>23 line relationship with the director of IT, or I</p> <p>24 don't know what James Holcum's title is, but to</p> <p>25 other people.</p> <p style="text-align: right;">78</p>	<p>1 A No.</p> <p>2 <b>Q Patti Epstein is no longer employed?</b></p> <p>3 A No.</p> <p>4 <b>Q What about S. O'Connor?</b></p> <p>5 A Yes.</p> <p>6 <b>Q Is he/she still employed?</b></p> <p>7 A She is still employed.</p> <p>8 <b>Q What's "S"?</b></p> <p>9 A Sandy.</p> <p>10 <b>Q Sandy?</b></p> <p>11 A Yes.</p> <p>12 <b>Q All right. Who does Sandy report to?</b></p> <p>13 A Mike, but she has a dotted line relationship</p> <p>14 with -- I forget his name -- Jason Madison, in</p> <p>15 Richmond.</p> <p>16 <b>Q All right. And who else is -- What about</b></p> <p>17 <b>D. Kreger?</b></p> <p>18 A Yes, Dave is still employed.</p> <p>19 <b>Q Who does he report to?</b></p> <p>20 A Mike, and he has a dotted line relationship to</p> <p>21 Hal. Don't ask me what has last name is.</p> <p>22 <b>Q Hal, is he in Richmond?</b></p> <p>23 A He's legal, and I think he's general counsel at</p> <p>24 Thomas &amp; Betts, Memphis. Oh, Fontaine, that's</p> <p>25 what it is.</p> <p style="text-align: right;">80</p>
<p>1 <b>Q So the CRO essentially handed off the reins to</b></p> <p>2 <b>Mike Lamothe?</b></p> <p>3 A Correct.</p> <p>4 <b>Q And you report to Mike?</b></p> <p>5 A Correct.</p> <p>6 <b>Q Are you essentially in Keith Bjelejac's</b></p> <p>7 <b>position?</b></p> <p>8 A No.</p> <p>9 MR. VOSS: CFO?</p> <p>10 BY MR. JOHNSON:</p> <p>11 <b>Q Is there a CFO currently?</b></p> <p>12 A No, not in JT Packard.</p> <p>13 <b>Q I know you answered this earlier. I want to</b></p> <p>14 <b>get a clear picture while looking at this</b></p> <p>15 <b>document.</b></p> <p>16 A Okay.</p> <p>17 <b>Q In your current position, who on this list</b></p> <p>18 <b>reports to you?</b></p> <p>19 A Nobody.</p> <p>20 <b>Q Nobody?</b></p> <p>21 A No.</p> <p>22 <b>Q Is the director of customer care Paul Masnica,</b></p> <p>23 <b>M-A-S-N-I-C-A?</b></p> <p>24 A No.</p> <p>25 <b>Q Is he still employed?</b></p> <p style="text-align: right;">79</p>	<p>1 <b>Q Hal Fontaine?</b></p> <p>2 A Hal Fontaine.</p> <p>3 <b>Q Okay. Who does Tom Ward report to?</b></p> <p>4 A Jolene.</p> <p>5 <b>Q Who is Jolene?</b></p> <p>6 A She is the Vice President of Human Resources</p> <p>7 for Power Solutions, in Richmond, and let me</p> <p>8 make sure I say that correctly. He reports to</p> <p>9 Mike Lamothe, but he has a dotted line</p> <p>10 relationship to Jolene.</p> <p>11 <b>Q Okay. J-O-L-E-N-E?</b></p> <p>12 A Yes.</p> <p>13 <b>Q Okay. I think you said J. Roidt left; is that</b></p> <p>14 <b>right?</b></p> <p>15 A He is no longer employed. I don't recall the</p> <p>16 exact circumstances of his departure.</p> <p>17 <b>Q Okay. Was he employed immediately after the</b></p> <p>18 <b>sale?</b></p> <p>19 A I don't remember.</p> <p>20 <b>Q Okay. Somebody filled that position?</b></p> <p>21 A Not with a manager role. In fact, I don't know</p> <p>22 for a fact that he's ever had a manager title.</p> <p>23 He was an equipment sales guy.</p> <p>24 <b>Q How about R. Walker?</b></p> <p>25 A He's still employed.</p> <p style="text-align: right;">81</p>

<p>1 <b>Q Who does he report to?</b>  2 A He reports to -- That's a good question. I'm  3 guessing one of the sales leads that reports to  4 Chris Washburn, but I don't know.  5 <b>Q Chris Washburn, male or female?</b>  6 A Male.  7 <b>Q Chris was the director of sales?</b>  8 A Correct, and still is.  9 <b>Q Did Walker formerly report to Chris?</b>  10 A No, he rolled up to Jim Nolden.  11 <b>Q Nolden is no longer there?</b>  12 A Correct.  13 <b>Q Nolden, he left at the sale, is that right, or</b>  14 <b>did he leave after the sale?</b>  15 A The CRO asked him to leave prior to the  16 closing.  17 <b>Q Okay. So the salespeople now report to Chris</b>  18 <b>Washburn?</b>  19 A Correct.  20 <b>Q All right. How about J. Mobley?</b>  21 A John Mobley is still employed. He is our  22 customer care manager now.  23 <b>Q He reports to Mike?</b>  24 A Yes.  25 <b>Q And Chris Washburn reports to Mike?</b></p> <p style="text-align: right;">82</p>	<p>1 <b>Q And rounding up the people who report to Mike</b>  2 <b>are Sandy O'Connor?</b>  3 A Yes.  4 <b>Q Dave Kreger?</b>  5 A Yes.  6 <b>Q Tom Ward?</b>  7 A Yes.  8 <b>Q Anybody else?</b>  9 A I think you've covered them.  10 <b>Q Okay. Didn't you say that nobody reports to</b>  11 <b>you?</b>  12 A I said that on that first page that nobody  13 reports to me.  14 <b>Q So if you go to Page 441, just prior to the</b>  15 <b>sale, who was S. Latterell?</b>  16 A Stephanie Latterell.  17 <b>Q Was she the data service manager just before</b>  18 <b>the sale?</b>  19 A I believe so.  20 <b>Q Is she still?</b>  21 A No. She's no longer with the company, and I  22 don't remember exactly when she left. It was  23 post closing.  24 <b>Q A month or two after?</b>  25 A Yes, something like that.</p> <p style="text-align: right;">84</p>
<p>1 A Yes.  2 <b>Q Is there a CIO that reports to Mike?</b>  3 A I don't know what Kevin's title is anymore, but  4 yes, Kevin is still there.  5 <b>Q He reports to Mike now though?</b>  6 A He reports to Mike. He has a dotted line  7 relationship to James Holcum, in Memphis.  8 <b>Q All right. Do you guys have a new chart like</b>  9 <b>this?</b>  10 A Yes.  11 <b>Q Okay. Because I'm hoping it looks better than</b>  12 <b>what I have right here. So J. Mobley still</b>  13 <b>reports to -- works for JT Packard and reports</b>  14 <b>to Mike?</b>  15 A Correct.  16 <b>Q Chris Washburn still works for JT Packard and</b>  17 <b>reports to Mike?</b>  18 A Correct.  19 <b>Q Okay. You still work for JT Packard, and you</b>  20 <b>report to Mike?</b>  21 A Correct.  22 <b>Q And so does Kevin Mengelt, M-E-N-G-E-L-T?</b>  23 A Yes.  24 <b>Q Okay.</b>  25 A And he reports to Mike.</p> <p style="text-align: right;">83</p>	<p>1 <b>Q Okay. So for a while after the sale, data</b>  2 <b>services still reported to you?</b>  3 A For a short period.  4 <b>Q For a short period?</b>  5 A Yes.  6 <b>Q Was that until you got your contract?</b>  7 A I don't really remember when that changed. I  8 think Mike came to us with his idea of how  9 everything should be laid out, and then we  10 negotiated with him, so it was probably within  11 a few days, a few weeks. I don't remember at  12 what point in time that happened with  13 relationship to me signing my employment  14 agreement.  15 <b>Q The training manager, is that S. Candy (sic)?</b>  16 A It's Steve Cady, C-A-D-Y.  17 <b>Q He's still there?</b>  18 A He's now a field engineer in Salt Lake, Utah.  19 <b>Q When did that happen?</b>  20 A June.  21 <b>Q Who's doing training now?</b>  22 A Ty Robey.  23 <b>Q That's right. Training still reports to you?</b>  24 A Through Ty Robey, yes.  25 <b>Q Project manager, is that D. Maher?</b></p> <p style="text-align: right;">85</p>

<p>1 A Dannie Maher, she is now an equipment 2 salesperson. Tom Ross and Ruth Roper are no 3 longer with the company. That happened 4 sometime before the sale. Mike Rick is an 5 equipment salesperson as well. 6 <b>Q Is there any project manager?</b> 7 A Sam Shannon is his name, and is the only 8 project manager. 9 <b>Q Was Sam employed with old JT Packard?</b> 10 A No. 11 <b>Q He's from Thomas &amp; Betts Power Solutions?</b> 12 A No. 13 <b>Q New hire?</b> 14 A Yes. 15 <b>Q All right. Does the project manager still</b> 16 <b>report to you?</b> 17 A No. 18 <b>Q Who does the project manager report to?</b> 19 A The director of operations, which is Peggy 20 Kalschur. 21 <b>Q Who does Peggy report to?</b> 22 A Mike. She has a dotted line relationship to 23 Don Peterson, in Richmond, at Power Solutions. 24 <b>Q And reporting to Peggy is who else?</b> 25 A Service, parts, purchasing, warehouse,</p> <p style="text-align: right;">86</p>	<p>1 correct. 2 <b>Q And that position was eliminated at the sale?</b> 3 A Yes. 4 <b>Q So at the former -- at old JT Packard, Peggy,</b> 5 <b>the director of operations reported to you, and</b> 6 <b>now she reports directly to Mike?</b> 7 A Correct. 8 <b>Q And technical support still reports to you, is</b> 9 <b>that right?</b> 10 A Through Ty Robey, yes. 11 <b>Q Through Ty Robey. Okay. And the technical</b> 12 <b>support people now report to Ty Robey?</b> 13 A Correct. 14 <b>Q Did the technical support people report to</b> 15 <b>Steve Cady before?</b> 16 A No. 17 <b>Q They reported to you directly?</b> 18 A Yes. 19 <b>Q Take a look at 444 for me.</b> 20 A (Witness complies.) 21 <b>Q Is that Chris Washburn?</b> 22 A Yes. 23 <b>Q He is the former director of sales. Is he</b> 24 <b>still in that position?</b> 25 A Yes.</p> <p style="text-align: right;">88</p>
<p>1 logistics, they are on latter pages, if you've 2 got the whole tree. 3 <b>Q Let's see here.</b> 4 A Right here. 5 MR. VOSS: Was the question who 6 reports to Peggy now? 7 MR. JOHNSON: Yes. Is that current, 8 reporting to Peggy is service, purchasing, 9 warehouse and logistics? 10 THE WITNESS: On Page 447, Scott 11 Porterfield, Larry Hanson are no longer 12 employees. Benton Cook is no longer an 13 employee. She's got some new people back 14 there, I'm not sure of their names. Mike and 15 Doreen are still there, Sean. Jessie is no 16 longer an employee. John McNaughten is gone. 17 Scott Burnette is still here. Alicia is still 18 here. Kevin is still here. There is one or 19 two other folks here now that I don't see their 20 names, Charlie, and I think there is somebody 21 else back there. 22 <b>Q Did the supervisory reporting structure on Page</b> 23 <b>447 remain the same?</b> 24 A John McNaughten is gone, that position was 25 eliminated, but other than that, I believe it's</p> <p style="text-align: right;">87</p>	<p>1 <b>Q Is the reporting structure that we see here the</b> 2 <b>same as it was previously, or is that</b> 3 <b>different?</b> 4 A It's actually grown. His three sales leads 5 there, Andrew Borchart, Scott Heinz and Kurt 6 Christianson have the service sales folks, some 7 of those players have changed as well as the 8 T and M sales folks roll up through them as 9 well as the equipment sales folks roll up 10 through them. Chris also has subcontract 11 management under him now as well. 12 <b>Q How about strategic accounts?</b> 13 A Yes. 14 <b>Q Still reports to Chris?</b> 15 A Yes. 16 <b>Q B. Harper?</b> 17 A Yes. 18 <b>Q Still reports to Chris?</b> 19 A Yes. 20 <b>Q Who's B?</b> 21 A Brenda. 22 <b>Q Brenda. Still reports to Chris?</b> 23 A Yes, she does. 24 <b>Q How about Crystal?</b> 25 A Crystal is no longer with the company, neither</p> <p style="text-align: right;">89</p>

<p>1 is Chris Borth. Tanya is still there. I'm not  2 sure about the last person. There is some  3 other players in there now.  4 <b>Q But the sale support position still reports to</b>  5 <b>Chris?</b>  6 A Yes.  7 <b>Q All right. Paul Masnica, director of customer</b>  8 <b>care?</b>  9 A No longer with the company.  10 <b>Q Is there somebody filling that position?</b>  11 A John Mobley.  12 <b>Q So that position still exists?</b>  13 A Yes.  14 <b>Q All right. How about the supervisor of the</b>  15 <b>CSAMs?</b>  16 A He's now in service sales. I believe John has  17 two or three leads over there now. I don't  18 know exactly who they are.  19 <b>Q So basically, instead of having one supervisor,</b>  20 <b>there is two or three leads that report to him?</b>  21 A Correct.  22 <b>Q What is SAR?</b>  23 A Strategic Account Representative. Michelle  24 reports to Chris.  25 <b>Q Chris?</b></p> <p style="text-align: right;">90</p>	<p>1 <b>Q Christy who?</b>  2 A Christy Rue.  3 <b>Q R-U-B-U-S?</b>  4 A R-U-E.  5 <b>Q Oh, I see. Were they there immediately after</b>  6 <b>the sale for a time?</b>  7 A Yes.  8 <b>Q How about Page 446, does that supervisory</b>  9 <b>structure still exist?</b>  10 A Yes.  11 <b>Q Is it the same as it is?</b>  12 A Yes, some of those players may have changed,  13 but it's the same.  14 <b>Q The structure itself is the same?</b>  15 A Yes.  16 <b>Q We talked about 447 for a little bit, but</b>  17 <b>essentially the structure on 447 is still</b>  18 <b>intact?</b>  19 A Correct.  20 <b>Q Okay. 448, Tom Ward is still HR?</b>  21 A Correct.  22 <b>Q Does he have anybody working under him?</b>  23 A Yes.  24 <b>Q Jeremy Nehring?</b>  25 A Yes.</p> <p style="text-align: right;">92</p>
<p>1 A Washburn.  2 <b>Q So that's no longer under the director of</b>  3 <b>customer care?</b>  4 A That's correct.  5 <b>Q Okay. What about the CSA team lead?</b>  6 A Michelle Martin is no longer here. I'm not  7 sure if he has a lead there. I would assume he  8 does. I don't know who it is.  9 <b>Q Okay. And subcontractors don't report to John</b>  10 <b>because they report to --</b>  11 MR. VOSS: Sub coordinators?  12 MR. JOHNSON: Is that coordinators or  13 subcontractors?  14 THE WITNESS: It's subcontractor  15 coordinator, and it's what we call our  16 subcontracting department, they manage our  17 subcontractors that we use for services, and  18 none of those people are with the organization  19 anymore, although that department does still  20 exist.  21 BY MR. JOHNSON:  22 <b>Q Those three people exist just before the sale?</b>  23 A I'm not 100 percent sure. Christy and Michelle  24 were here post sale. They have since gone to  25 Power Plus.</p> <p style="text-align: right;">91</p>	<p>1 <b>Q Still there?</b>  2 A Yes. Lisa Howe.  3 <b>Q Lisa Howe?</b>  4 A Yes.  5 <b>Q Still there?</b>  6 A Yes.  7 <b>Q That structure is the same as it was before?</b>  8 A Yes.  9 <b>Q How about Page 449, the director of T and M?</b>  10 A That position was eliminated. That department  11 rolls up to Chris' leads, as I said before.  12 <b>Q Okay. And Page 450, contract admin manager?</b>  13 A Yes.  14 <b>Q Is that position still there?</b>  15 A The structure is the same, some of the players  16 have changed.  17 <b>Q Did those players change because of the sale</b>  18 <b>or --</b>  19 A No.  20 <b>Q Okay. I actually want to ask that same</b>  21 <b>question for this. On 446, you said the</b>  22 <b>structure there is the same, but some of the</b>  23 <b>players have changed. Did those players change</b>  24 <b>because of the sale?</b>  25 A No.</p> <p style="text-align: right;">93</p>

<p>1 <b>Q Okay.</b></p> <p>2 A I should say not that I'm aware of. I'm not</p> <p>3 aware of who all of the employees were that</p> <p>4 weren't rehired in all of the departments.</p> <p>5 Some I can tell you for sure were changed out</p> <p>6 long before the sale process, some of them I'm</p> <p>7 not so sure.</p> <p>8 <b>Q Okay. The director on 451, Nolden, left?</b></p> <p>9 A Yes.</p> <p>10 <b>Q Or was asked to leave. Is there still a</b></p> <p>11 <b>director of business development?</b></p> <p>12 A No.</p> <p>13 <b>Q Is this structure completely gone?</b></p> <p>14 A No, it is not.</p> <p>15 <b>Q Okay.</b></p> <p>16 A Jim Nolden, Jennifer Wingert, Samantha Moyes,</p> <p>17 John Roidt, Jim Uhalt, I don't see Chris on</p> <p>18 there, all left, some pre-sale, some post-sale,</p> <p>19 and are now working at Power Plus.</p> <p>20 The equipment sales team, Todd Kubley,</p> <p>21 Chris Harding, Mark Paws are all gone, and they</p> <p>22 have been replaced by others, and they roll up</p> <p>23 through Chris Washburn's sales leads, and I</p> <p>24 believe Robert Walker rolls up through those</p> <p>25 leads as well.</p> <p style="text-align: right;">94</p>	<p>1 Paulson, Mike Laufgren and Pat McIntyre.</p> <p>2 <b>Q So Glenn, Mike and Pat took over the director</b></p> <p>3 <b>of equipment sales, director of data center?</b></p> <p>4 A No, they are the business development</p> <p>5 executives or strategic account managers who</p> <p>6 roll up to Chris Washburn.</p> <p>7 <b>Q Okay.</b></p> <p>8 A One person just doesn't show, Shane Wolfram,</p> <p>9 who's our equipment manager. He left post sale</p> <p>10 as well, and is now at Power Plus.</p> <p>11 <b>Q This department took a hit from Power Plus?</b></p> <p>12 A Well, they are in the UPS business, according</p> <p>13 to them.</p> <p>14 <b>Q I don't know how that works. I haven't figured</b></p> <p>15 <b>that out yet, but good luck to them.</b></p> <p>16 <b>The structure on 452, the CIO, is that</b></p> <p>17 <b>structure still intact?</b></p> <p>18 A Yes.</p> <p>19 <b>Q Okay.</b></p> <p>20 A Many of those players are gone as well. In</p> <p>21 fact, the whole left side. The lower right guy</p> <p>22 is gone, too.</p> <p>23 <b>Q And where or when did they go, was that at sale</b></p> <p>24 <b>or sometime after?</b></p> <p>25 A Some of them before, some of them after, none</p> <p style="text-align: right;">96</p>
<p>1 The business development executive</p> <p>2 position still exists, and there's three</p> <p>3 players. It's called strategic account</p> <p>4 management. I think we still call them</p> <p>5 business development executives as well. They</p> <p>6 manage our strategic accounts, work in the</p> <p>7 field, work remotely.</p> <p>8 <b>Q Who are those three players?</b></p> <p>9 A Today it's Glenn Paulson, Mike Laufgren, and</p> <p>10 Pat McIntyre.</p> <p>11 <b>Q Okay. The three equipment sales employees,</b></p> <p>12 <b>Kubley, Harding and Paws, did they leave at the</b></p> <p>13 <b>time of the sale or after the sale?</b></p> <p>14 A Kubley has been gone for a really long time. I</p> <p>15 don't recall Clay and Mark. If it was before</p> <p>16 or after. I'm thinking it is after. I think</p> <p>17 John Roidt, Clay and Mark Paws all left after</p> <p>18 the sale --</p> <p>19 <b>Q Okay. And by after --</b></p> <p>20 A -- along with Jim Uhalt.</p> <p>21 <b>Q About a month or two?</b></p> <p>22 A Or three. I don't recall exactly.</p> <p>23 <b>Q Okay. Is there still a business development</b></p> <p>24 <b>executive?</b></p> <p>25 A Yes, that's combined with the STRAM role, Glenn</p> <p style="text-align: right;">95</p>	<p>1 of them because of -- Well, I take that back.</p> <p>2 They all saw the big corporate IT department in</p> <p>3 Memphis and figured their jobs were not long</p> <p>4 anyway so --</p> <p>5 <b>Q So some left before the sale and some left</b></p> <p>6 <b>after?</b></p> <p>7 A After, right.</p> <p>8 MR. JOHNSON: That was exciting.</p> <p>9 What time do we have here?</p> <p>10 MR. VOSS: 11:35.</p> <p>11 BY MR. JOHNSON:</p> <p>12 <b>Q Is it accurate to say that really the field</b></p> <p>13 <b>engineers are kind of the workhorse of JT</b></p> <p>14 <b>Packard, they are the ones providing the actual</b></p> <p>15 <b>service to the customers?</b></p> <p>16 A The field engineers are the force that's facing</p> <p>17 the customer and working on the equipment, yes.</p> <p>18 <b>Q In this reporting structure, you know, I didn't</b></p> <p>19 <b>ask this question. Scott Bowman left at the</b></p> <p>20 <b>sale. He had three regional managers that</b></p> <p>21 <b>reported to him. Those three regional managers</b></p> <p>22 <b>report to a different area service director</b></p> <p>23 <b>now?</b></p> <p>24 A Yes.</p> <p>25 <b>Q Outside of that, the field engineers' reporting</b></p> <p style="text-align: right;">97</p>

<p>1 structure remain intact, right?</p> <p>2 A With the exception of the regional manager that</p> <p>3 was also not rehired, yes, the structure is the</p> <p>4 same.</p> <p>5 <b>Q The structure is the same, they just swapped</b></p> <p>6 <b>out an employee?</b></p> <p>7 A Yes.</p> <p>8 <b>Q Okay. Do you have any idea of what percentage</b></p> <p>9 <b>of employees work remotely and what percentage</b></p> <p>10 <b>work in Verona?</b></p> <p>11 A Just about half and half.</p> <p>12 <b>Q All right. The changes that we discussed to</b></p> <p>13 <b>the actual supervisor structure, did that</b></p> <p>14 <b>happen on like the day after the closing, on</b></p> <p>15 <b>January 27th, or did that come about in the</b></p> <p>16 <b>weeks to come?</b></p> <p>17 MR. VOSS: Object to the form.</p> <p>18 THE WITNESS: Which specific change</p> <p>19 are you referring to?</p> <p>20 BY MR. JOHNSON:</p> <p>21 <b>Q How about the changes on the first page.</b></p> <p>22 A That restructuring took place in the days</p> <p>23 following the closing.</p> <p>24 <b>Q The days following, like five days?</b></p> <p>25 A Something like that.</p> <p style="text-align: right;">98</p>	<p>1 <b>Q What is this document?</b></p> <p>2 A It's the Field Service Engineer Policies,</p> <p>3 Procedures and Guidelines manual.</p> <p>4 <b>Q Is this essentially all the policies and</b></p> <p>5 <b>procedures that the field service engineers</b></p> <p>6 <b>work under?</b></p> <p>7 MR. VOSS: Object to the form.</p> <p>8 THE WITNESS: This is a guideline</p> <p>9 manual that was put together for them in</p> <p>10 addition to the HR employee manuals that they</p> <p>11 also have to adhere to.</p> <p>12 BY MR. JOHNSON:</p> <p>13 <b>Q And this document, Exhibit No. 9, contains many</b></p> <p>14 <b>different policies regarding how a field</b></p> <p>15 <b>service engineer does his or her particular</b></p> <p>16 <b>job, is that right?</b></p> <p>17 A That's correct.</p> <p>18 <b>Q Okay. Have there been any changes to this</b></p> <p>19 <b>policy, procedure and guideline book since the</b></p> <p>20 <b>sale of JT, JT Packard?</b></p> <p>21 A Not published, no.</p> <p>22 <b>Q Okay. Have there been any changes in the field</b></p> <p>23 <b>service engineer procedures?</b></p> <p>24 MR. VOSS: Since the acquisition?</p> <p>25 MR. JOHNSON: Since the acquisition.</p> <p style="text-align: right;">100</p>
<p>1 MR. JOHNSON: You want to take a</p> <p>2 quick break?</p> <p>3 MR. VOSS: How much more do you have?</p> <p>4 MR. JOHNSON: I've got quite a bit.</p> <p>5 MR. VOSS: Let's go off the record.</p> <p>6 (Discussion off the record.)</p> <p>7 MR. JOHNSON: Okay. Let's go back on</p> <p>8 the record. I just want to get a little bit</p> <p>9 reorganized on some things here.</p> <p>10 MR. VOSS: Okay.</p> <p>11 MR. JOHNSON: What time do you need a</p> <p>12 break?</p> <p>13 MR. VOSS: I've got a conference call</p> <p>14 at 2:00.</p> <p>15 MR. JOHNSON: We'll go off the</p> <p>16 record.</p> <p>17 (Discussion off the record.)</p> <p>18 (Short break taken.)</p> <p>19 (Exhibit No. 9 marked for identification.)</p> <p>20 BY MR. JOHNSON:</p> <p>21 <b>Q We are back on the record, after a quick break.</b></p> <p>22 <b>In front of you, Dan, is Exhibit No. 9, which</b></p> <p>23 <b>is Bates stamped JTP00001796 through 1863.</b></p> <p>24 <b>Dan, do you recognize this document?</b></p> <p>25 A Yes, I do.</p> <p style="text-align: right;">99</p>	<p>1 THE WITNESS: Yes.</p> <p>2 BY MR. JOHNSON:</p> <p>3 <b>Q Specifically, what?</b></p> <p>4 A Battery transportation.</p> <p>5 <b>Q Okay.</b></p> <p>6 A That's probably the one that's been</p> <p>7 communicated to the field that's not in this</p> <p>8 manual.</p> <p>9 <b>Q What changed?</b></p> <p>10 A We didn't really have a policy for field</p> <p>11 service engineers transporting batteries, and</p> <p>12 according to Thomas &amp; Betts, we are not</p> <p>13 transporting batteries at all anymore.</p> <p>14 <b>Q Previously, old JT Packard field service</b></p> <p>15 <b>engineers did transport batteries?</b></p> <p>16 A They did, of their own choice.</p> <p>17 <b>Q Take them to the recycling plant?</b></p> <p>18 A Yes.</p> <p>19 <b>Q Get some money?</b></p> <p>20 A Yes.</p> <p>21 <b>Q Thomas &amp; Betts doesn't like that?</b></p> <p>22 A No. Less to do with that, and more to do with</p> <p>23 the ownership of transporting potentially</p> <p>24 hazardous materials.</p> <p>25 <b>Q And when did that change take place?</b></p> <p style="text-align: right;">101</p>



<p>1 A Within the last two months, three months.</p> <p>2 <b>Q Any other changes in the policies and</b></p> <p>3 <b>procedures that field engineers follow since</b></p> <p>4 <b>the sale?</b></p> <p>5 A There may have. Nothing comes to mind.</p> <p>6 Nothing major. Travel, we now use the T &amp; B</p> <p>7 authorized travel agency. There might be</p> <p>8 others.</p> <p>9 <b>Q And that's to set up major travel, is that</b></p> <p>10 <b>airfare?</b></p> <p>11 A Airfare, rental car, hotel. Any times they are</p> <p>12 going to use any three of those products, they</p> <p>13 have to use the travel agency.</p> <p>14 <b>Q And previously they went through --</b></p> <p>15 A The Power Plus travel agency, Majestic.</p> <p>16 <b>Q So just a new travel agency?</b></p> <p>17 A Uh-huh.</p> <p>18 <b>Q Anything else?</b></p> <p>19 A There may be. None that I recall right now.</p> <p>20 MR. JOHNSON: Let's mark this as</p> <p>21 Exhibit 10.</p> <p>22 (Exhibit No. 10 marked for identification.)</p> <p>23 BY MR. JOHNSON:</p> <p>24 <b>Q All right. I'm handing you what's been marked</b></p> <p>25 <b>as Exhibit Number 10. This exhibit is Bates</b></p> <p style="text-align: right;">102</p>	<p>1 <b>Q Was there a new handbook issued after -- Strike</b></p> <p>2 <b>that. Was there a new handbook issued since</b></p> <p>3 <b>the sale?</b></p> <p>4 A There have been several documents provided to</p> <p>5 me at JT Packard by Thomas &amp; Betts, employment</p> <p>6 type documents, yes.</p> <p>7 <b>Q Okay. Was one of those a handbook?</b></p> <p>8 A I don't know that it necessarily says handbook</p> <p>9 on it, no.</p> <p>10 <b>Q Okay. Do you know if the policies and</b></p> <p>11 <b>procedures contained in Exhibit No. -- in</b></p> <p>12 <b>Exhibit No. 10 are still in force?</b></p> <p>13 MR. VOSS: Object to the form.</p> <p>14 THE WITNESS: I do not know that they</p> <p>15 are or are not.</p> <p>16 BY MR. JOHNSON:</p> <p>17 <b>Q Has a new JT Packard employee handbook been</b></p> <p>18 <b>developed?</b></p> <p>19 A I do not know.</p> <p>20 <b>Q Have the -- We discussed two changes with</b></p> <p>21 <b>regard to the field engineers' policies and</b></p> <p>22 <b>procedures, the battery transportation, and the</b></p> <p>23 <b>travel agency change. In between new JT</b></p> <p>24 <b>Packard and old JT Packard, have there been any</b></p> <p>25 <b>other changes to the policies and procedures</b></p> <p style="text-align: right;">104</p>
<p>1 stamped JTP00001480 through 1544. Mr. Sears,</p> <p>2 does this document look familiar?</p> <p>3 A Yes.</p> <p>4 <b>Q Is this the handbook, JT Packard handbook?</b></p> <p>5 MR. VOSS: Object to the form.</p> <p>6 THE WITNESS: That's what it says on</p> <p>7 the front cover.</p> <p>8 BY MR. JOHNSON:</p> <p>9 <b>Q All right. Is this the handbook that was in</b></p> <p>10 <b>place before the sale?</b></p> <p>11 A I can't be sure. Before the sale of the</p> <p>12 company, this would have been used at one point</p> <p>13 in time. There would have been -- before this</p> <p>14 came out there may have been a different one in</p> <p>15 place.</p> <p>16 <b>Q If you look at the second page, 1481,</b></p> <p>17 <b>apparently you have a blank page, it says</b></p> <p>18 <b>bottom right-hand corner, revised</b></p> <p>19 <b>December 2007?</b></p> <p>20 A Uh-huh.</p> <p>21 <b>Q Do you know if there has been a revision since</b></p> <p>22 <b>2007?</b></p> <p>23 A In old JT Packard?</p> <p>24 <b>Q Yes.</b></p> <p>25 A I don't know.</p> <p style="text-align: right;">103</p>	<p>1 and how JT Packard does business?</p> <p>2 MR. VOSS: Object to the form.</p> <p>3 THE WITNESS: I know that in regards</p> <p>4 to field service, the Exhibit 9 manual,</p> <p>5 although this isn't the current one, has not</p> <p>6 been updated. Therefore, as far as anything in</p> <p>7 addition to the field service engineer policy</p> <p>8 and procedure guidelines, short of the battery</p> <p>9 recycling or transportation policy and travel</p> <p>10 agency, I don't believe there has been anything</p> <p>11 else sent to them.</p> <p>12 BY MR. JOHNSON:</p> <p>13 <b>Q You said Exhibit 9 is not the current one?</b></p> <p>14 A No.</p> <p>15 <b>Q Okay. How can you tell?</b></p> <p>16 A Well, according to the revision date, it's July</p> <p>17 of '08.</p> <p>18 <b>Q And has it been revised since July of '08?</b></p> <p>19 A Oh, I'm sure.</p> <p>20 <b>Q Okay. Outside of field services, have there</b></p> <p>21 <b>been any other major policy or procedural</b></p> <p>22 <b>changes since the sale?</b></p> <p>23 MR. VOSS: Object to the form.</p> <p>24 THE WITNESS: Yes, there has, with</p> <p>25 the organization as a whole, absolutely.</p> <p style="text-align: right;">105</p>

<p>1 BY MR. JOHNSON:</p> <p>2 <b>Q Structure-wise or --</b></p> <p>3 A Well, yes, the structure changed, as we spoke</p> <p>4 about earlier. We are working through changes</p> <p>5 that Thomas &amp; Betts are bringing to the</p> <p>6 organization in regards to roles and</p> <p>7 responsibilities of places of interest.</p> <p>8 <b>Q Okay. Anything else?</b></p> <p>9 A I'm sure there is other stuff.</p> <p>10 <b>Q That's changed?</b></p> <p>11 A That's changed, yes.</p> <p>12 <b>Q I'm trying to get a handle on whether from the</b></p> <p>13 <b>point of view of, let's say, a CSAM, the way</b></p> <p>14 <b>that they do their day to day work, the</b></p> <p>15 <b>schedulers, has that changed?</b></p> <p>16 A Not significantly. With regard to scheduling a</p> <p>17 Power Solutions tech, yes, they have to work</p> <p>18 with their counterparts in Richmond.</p> <p>19 We have two different systems, so I'm sure</p> <p>20 they have procedures they have changed to put</p> <p>21 in place to be able to schedule guys</p> <p>22 appropriately and not double work them or not</p> <p>23 schedule somebody because they think somebody</p> <p>24 else is doing it. I'm sure they have got</p> <p>25 procedures, yes.</p> <p style="text-align: right;">106</p>	<p>1 it has a calendaring to it.</p> <p>2 <b>Q Are the schedulers still using ClearView?</b></p> <p>3 A In Verona, yes. In Richmond, not until --</p> <p>4 Well, we were hoping next week, but it's</p> <p>5 coming.</p> <p>6 <b>Q Is Power Solutions going to switch over to</b></p> <p>7 <b>ClearView?</b></p> <p>8 A Yes.</p> <p>9 <b>Q Okay. Other than using the two different --</b></p> <p>10 <b>Strike that. Those are software systems?</b></p> <p>11 A Yes.</p> <p>12 <b>Q Other than using the two different software</b></p> <p>13 <b>systems at the same time and having to deal</b></p> <p>14 <b>with that, have the schedulers at CSAM, has</b></p> <p>15 <b>their job changed in any way?</b></p> <p>16 A I really couldn't speak to that, because I</p> <p>17 don't supervise them. I can tell you that</p> <p>18 strategies have changed in regards to</p> <p>19 scheduling guys. The old strategy was to</p> <p>20 schedule them for 70 percent utilization, and</p> <p>21 the new strategy is to schedule them for</p> <p>22 80 percent utilization.</p> <p>23 <b>Q For the day-to-day work of a scheduler,</b></p> <p>24 <b>essentially they are doing the same work, you</b></p> <p>25 <b>know, they get to work, they schedule the field</b></p> <p style="text-align: right;">108</p>
<p>1 <b>Q Okay. But how about the way that they schedule</b></p> <p>2 <b>the former JT Packard engineers, you said there</b></p> <p>3 <b>is two systems, has that portion of it switched</b></p> <p>4 <b>or changed?</b></p> <p>5 A The schedulers in Richmond I think do schedule</p> <p>6 some of the JT Packard field engineers, so yes,</p> <p>7 it does.</p> <p>8 <b>Q How about the schedulers in Verona, have the</b></p> <p>9 <b>way that they schedule the JT Packard field</b></p> <p>10 <b>engineers changed?</b></p> <p>11 A Essentially, yes, because now they have to make</p> <p>12 sure that they haven't been booked in this</p> <p>13 other system.</p> <p>14 <b>Q What are the two systems called?</b></p> <p>15 A JT Packard uses a system called ClearView.</p> <p>16 <b>Q Okay.</b></p> <p>17 A And Power Solutions uses a system called</p> <p>18 SyteLine.</p> <p>19 <b>Q SyteLine?</b></p> <p>20 A S-Y-T-E-L-I-N-E, and I'm not sure who makes it.</p> <p>21 <b>Q Are those basically calendar programs for</b></p> <p>22 <b>scheduling each individual field engineer?</b></p> <p>23 A They have -- I can speak to ClearView, it has a</p> <p>24 calendaring/scheduling element to it, yes, as</p> <p>25 well as many others. SyteLine, I don't know if</p> <p style="text-align: right;">107</p>	<p>1 engineers pretty much in the same way, except</p> <p>2 for they have to double check the other</p> <p>3 computer system, and they are trying to</p> <p>4 schedule them a little more as far as their</p> <p>5 utilization goes?</p> <p>6 MR. VOSS: Object to the form.</p> <p>7 THE WITNESS: If you're asking if</p> <p>8 they schedule them the same way as they did</p> <p>9 pre-purchase, yes.</p> <p>10 BY MR. JOHNSON:</p> <p>11 <b>Q What other -- Other than what we have spoke</b></p> <p>12 <b>about with regard to the field engineers and</b></p> <p>13 <b>the schedulers, what other major changes have</b></p> <p>14 <b>there been in the way that JT Packard does its</b></p> <p>15 <b>business?</b></p> <p>16 MR. VOSS: Object to the form.</p> <p>17 MR. JOHNSON: If any.</p> <p>18 MR. VOSS: Other than what he's</p> <p>19 already testified to?</p> <p>20 MR. JOHNSON: Other than what you've</p> <p>21 already discussed, yes.</p> <p>22 THE WITNESS: I don't know. I guess</p> <p>23 there is just probably plenty of changes.</p> <p>24 Since none of the other departments report to</p> <p>25 me directly, I may not have knowledge of what</p> <p style="text-align: right;">109</p>

<p>1 those changes are.</p> <p>2 BY MR. JOHNSON:</p> <p>3 <b>Q Okay. Do the field engineers use the same</b></p> <p>4 <b>equipment that they did for the old JT Packard?</b></p> <p>5 A Yes.</p> <p>6 <b>Q Same laptop, same set of wrenches and</b></p> <p>7 <b>screwdrivers?</b></p> <p>8 A Yes.</p> <p>9 <b>Q Same meters, all that stuff?</b></p> <p>10 A Yes.</p> <p>11 <b>Q Okay. What other software systems does JT</b></p> <p>12 <b>Packard use?</b></p> <p>13 A (No response.)</p> <p>14 <b>Q Okay. By your expression, I'm going to have to</b></p> <p>15 <b>strike that question.</b></p> <p>16 <b>Since the sale, has JT Packard switched</b></p> <p>17 <b>any major software systems?</b></p> <p>18 A Since the sale, the company has been working</p> <p>19 towards a goal to get the operational and</p> <p>20 accounting side of JT Packard on the new</p> <p>21 release of SyteLine, and has been searching for</p> <p>22 a software solution for field service and plans</p> <p>23 to completely replace the use of SyteLine in</p> <p>24 Power Solutions and the use of ClearView at JT</p> <p>25 Packard with whatever this new system turns out</p> <p style="text-align: right;">110</p>	<p>1 start-up commissions would they use it.</p> <p>2 <b>Q Okay. Any other new equipment?</b></p> <p>3 A Hardware, no. Software, yes. As we are</p> <p>4 servicing Cyber-X product now, we have software</p> <p>5 tools that are now used in the field by all</p> <p>6 field service personnel.</p> <p>7 <b>Q Cyber-X, is that a Thomas &amp; Betts product?</b></p> <p>8 A Yes.</p> <p>9 <b>Q Okay. What percentage of the field service</b></p> <p>10 <b>engineers do you know that uses the first piece</b></p> <p>11 <b>of equipment, the specialized test equipment</b></p> <p>12 <b>you were discussing?</b></p> <p>13 A I couldn't even begin to guess.</p> <p>14 <b>Q Is it a lot?</b></p> <p>15 A I don't know. I don't manage them on a</p> <p>16 day-to-day scheduling basis.</p> <p>17 <b>Q What about the Cyber-X software?</b></p> <p>18 A All the field engineers have that on their</p> <p>19 laptops.</p> <p>20 <b>Q Okay. Any other equipment that JT Packard</b></p> <p>21 <b>formerly didn't use, but uses now after the</b></p> <p>22 <b>sale?</b></p> <p>23 MR. VOSS: Use by the field</p> <p>24 engineers?</p> <p>25 MR. JOHNSON: In general.</p> <p style="text-align: right;">112</p>
<p>1 to be.</p> <p>2 <b>Q You're looking to combine the two?</b></p> <p>3 A Oh, absolutely. Field service will be one.</p> <p>4 <b>Q Are SyteLine and ClearView the two major</b></p> <p>5 <b>software systems used at JT Packard?</b></p> <p>6 A SyteLine is not used at JT Packard at all.</p> <p>7 <b>Q Okay.</b></p> <p>8 A ClearView is the service piece of the software,</p> <p>9 one of a dozen or more pieces of software.</p> <p>10 <b>Q Is new JT Packard using any new equipment that</b></p> <p>11 <b>they didn't previously use?</b></p> <p>12 A Yes.</p> <p>13 <b>Q What is that?</b></p> <p>14 A The part of the business that does start-ups</p> <p>15 and commissioning of equipment, Power Solutions</p> <p>16 Cyber-X equipment, uses some specialized test</p> <p>17 equipment. I couldn't tell you the specific</p> <p>18 names or models, but they are pieces that JT</p> <p>19 Packard field service hasn't used before.</p> <p>20 <b>Q Does each field service engineer use that piece</b></p> <p>21 <b>of equipment, or is that just in start-ups?</b></p> <p>22 A Those pieces of equipment would be used</p> <p>23 specifically for start-ups that have</p> <p>24 commissioning tests performed, and so only if a</p> <p>25 field engineer is assigned to do one of those</p> <p style="text-align: right;">111</p>	<p>1 THE WITNESS: By the field engineers,</p> <p>2 there is a couple other pieces that come to</p> <p>3 mind. There is some communication test</p> <p>4 equipment, mod bus equipment that is built, I</p> <p>5 guess, and distributed by Power Solutions, with</p> <p>6 off-the-shelf parts. I'm not sure about office</p> <p>7 equipment, computers, servers. All that stuff</p> <p>8 is through the IT department, and I imagine</p> <p>9 it's going through Memphis now, much like our</p> <p>10 internet and network access all goes through</p> <p>11 Memphis, so I'm sure there is a lot of that</p> <p>12 stuff that's new to us.</p> <p>13 BY MR. JOHNSON:</p> <p>14 <b>Q The field engineers are using the same</b></p> <p>15 <b>equipment that they used to use, they are just</b></p> <p>16 <b>adding more stuff; is that right?</b></p> <p>17 A Yes, up to this point. There is more coming</p> <p>18 down the pipe. They are all getting a</p> <p>19 Blackberry to replace their current cell</p> <p>20 phones. We are hoping to get the AFE approved</p> <p>21 that they all get company vehicles, so there is</p> <p>22 a lot of stuff coming down the pipe that's</p> <p>23 changing.</p> <p>24 <b>Q The procedures of actually going in and testing</b></p> <p>25 <b>the battery, and testing the equipment, and</b></p> <p style="text-align: right;">113</p>

<p>1 filling out the field service report, is that 2 all the same still? 3 A Unit specific, we service over 400 different 4 products, and it's specific to the product. 5 <b>Q Okay. But the way that they actually fix each 6 of those products hasn't changed, has it?</b> 7 A No, it's the same way. Anybody, including the 8 OEM or any other third party company would do 9 the maintenance or repairs. 10 (Exhibit No. 11 marked for identification.) 11 BY MR. JOHNSON: 12 <b>Q Mr. Sears, you've been handed Exhibit No. 11, 13 JTP00001055 through 1056. Have you seen this 14 document before?</b> 15 A Possibly, or something very similar. 16 <b>Q Have any of the -- Strike that. Can you tell 17 if this is a job description for a field 18 engineer before or after the sale?</b> 19 A No. 20 <b>Q Okay. Would it be the same?</b> 21 A I would imagine it would be the same. 22 <b>Q Okay. What about the sales staff? Are they 23 using any new equipment?</b> 24 A I don't know. 25 <b>Q Okay. If you take a look at Exhibit No. 11,</b> 114</p>	<p>1 the sale? 2 A I believe almost all of our documents have 3 changed since the sale, to remove the Power 4 Plus name from them. Some of them would have 5 added the Thomas &amp; Betts name or some other 6 information to them. Data sheets rarely 7 change, sometimes they get added to. MOP's are 8 site and unit specific, so they are different 9 depending on what unit at what site they are 10 required for, so there is a number of things 11 that could change. 12 <b>Q But outside of the name on the actual piece of 13 paperwork, you know, the data that's filled in, 14 all that kind of stuff, that remained the same 15 before the sale and after the sale?</b> 16 A Yes. We always change the oil the same way, 17 so -- 18 <b>Q Okay. And you mean you always provide the 19 services to the actual battery the same way?</b> 20 A Exactly. If you're working on replacing a 21 starter in a Chevy, you know your mechanic's 22 going to do it the same way my mechanic does 23 it. 24 <b>Q Since the sale, has there been any major 25 change, like "We are no longer using the field 116</b></p>
<p>1 under essential duties and responsibilities, 2 Number 14, it discusses a few different types 3 of paperwork, including a field service report 4 and RMA, time sheet, and expense reports and 5 other reports. Are those all the reports that 6 field engineers use on a daily basis or a 7 regular basis? 8 A I think the "and other job required reports" 9 sums it up nicely, yes, it's everything. 10 <b>Q What other job reports are there?</b> 11 A There's preventive maintenance data sheets, 12 they may have to complete a method of 13 procedure, an MOP, they may have to complete a 14 JHA, a job hazard analysis form. 15 They may have to or they have in the past 16 had to complete a recycling indemnification 17 form and have it signed off from where they 18 dropped off batteries. Field Plus is our 19 service software that incorporates the field 20 service report and the time that they report on 21 the job. EZ Labor is the software for time 22 sheets. There is probably more that I'm 23 forgetting. That's usually covered in number 24 19 though. 25 <b>Q All right. Have those reports changed since 115</b></p>	<p>1 service report," or something along those 2 lines, in new JT Packard, that is kind of a big 3 change in how JT Packard does its business? 4 MR. VOSS: Object to the form. 5 THE WITNESS: Form-wise, I don't 6 believe so. I can't think of any forms that 7 have changed in any major way. 8 BY MR. JOHNSON: 9 <b>Q Outside of adding, you know, a couple new 10 products, a couple new Thomas &amp; Betts products, 11 has the way that JT Packard or the way that 12 JT -- the new JT Packard does business changed 13 from the old JT Packard?</b> 14 MR. VOSS: Object to the form. 15 THE WITNESS: Yes, there is a lot of 16 little, subtle things, but I can only tell you 17 about the ones I know of, not the ones I'm 18 unaware of. 19 One of our reports is a load loss report 20 that now goes to several folks at Power 21 Solutions, in Richmond, in addition to all the 22 people it used to go to. There was a section 23 of that form that actually did change, at their 24 request. We have different levels of 25 accountability. The same person can't approve 117</p>

<p>1 something for their department, for example, 2 have different levels of sign-off for purchase 3 orders or authorizations to do work or to buy 4 something. Not everybody has that ability to 5 go out and sign off to buy something anymore, 6 so, yes, stuff's changed. 7 BY MR. JOHNSON:</p> <p>8 <b>Q Stuff's changed. Okay. But if you're looking</b> 9 <b>kind of from a higher view, and you're looking</b> 10 <b>at how JT Packard conducts its business, you</b> 11 <b>know, the salespeople sell their group of</b> 12 <b>products and field engineers go out and they</b> 13 <b>service the products, has those things -- have</b> 14 <b>there been major changes in -- in how JT</b> 15 <b>Packard operates?</b></p> <p>16 MR. VOSS: I object to the form. 17 You're asking that question 10 or 15 different 18 ways, and you just don't like his answer, so 19 you keep asking for this summary global change. 20 MR. JOHNSON: He said there is a lot 21 of little things. 22 MR. VOSS: He's testified to a wide 23 variety of changes in the structure, reporting 24 hierarchy, jobs changed. I mean, ask a 25 specific question rather than a summary of what</p> <p style="text-align: right;">118</p>	<p>1 <b>changes in the way the sales folks do their job</b> 2 <b>since the sale?</b></p> <p>3 MR. VOSS: Object to the form. 4 THE WITNESS: They now have more 5 stringent guidelines on the margins to which 6 they sell at. 7 BY MR. JOHNSON:</p> <p>8 <b>Q Okay.</b> 9 A Beyond that, I'm sure there is other changes, 10 but it's not my department, so I'm not sure. 11 <b>Q Are they selling the same products that they</b> 12 <b>used to?</b> 13 A And some new ones. 14 <b>Q Are the new ones from Thomas &amp; Betts?</b> 15 A (Witness nods.) 16 <b>Q Yes?</b> 17 A Yes. Sorry. 18 <b>Q Thank you. Do the sales staff who sell</b> 19 <b>services sell the same type of services?</b> 20 A Yes, and some new ones. 21 <b>Q Okay. And does JT Packard sell anything else,</b> 22 <b>other than service and parts?</b> 23 A Equipment. 24 <b>Q Equipment. Are they selling the same</b> 25 <b>equipment?</b></p> <p style="text-align: right;">120</p>
<p>1 you're trying to get. 2 MR. JOHNSON: To the customer, 3 outside of, you know -- Strike that. I already 4 asked that. 5 Have there been any changes in the way a 6 CSAM schedules a field engineer? 7 MR. VOSS: We have already gone over 8 CSAM and scheduling changes. Asked and 9 answered. 10 THE WITNESS: No, beyond what I 11 referred to earlier, with regard to looking at 12 the other computer systems and looking at 13 Richmond and all that. 14 BY MR. JOHNSON:</p> <p>15 <b>Q Have there been any other changes in how field</b> 16 <b>engineers -- Strike that. Have there been any</b> 17 <b>changes in how field engineers receive</b> 18 <b>-- Strike that.</b> 19 <b>Do field engineers receive assignments</b> 20 <b>from anybody other than a CSAM?</b> 21 A The JT Packard field engineers, the new JT 22 Packard field engineers now receive assignments 23 for Power Solutions CSAMs, which is different 24 than old JT Packard. 25 <b>Q All right. Okay. Do you know if there is any</b></p> <p style="text-align: right;">119</p>	<p>1 A Yes, and some new products. 2 <b>Q Do they sell anything else?</b> 3 A Not that I will let them. They would try to 4 sell parking lot striping, if I would let them, 5 but no, service, products, equipment. 6 <b>Q They are ambitious.</b> 7 A Oh, sure. They want to make money. 8 <b>Q Is there anything that the sales folks no</b> 9 <b>longer sell since the sale?</b> 10 A Not that I'm aware of. 11 <b>Q Is there any services that they don't sell</b> 12 <b>since the sale?</b> 13 A Not that I'm aware of. 14 <b>Q Are there any services that field engineers no</b> 15 <b>longer perform since the sale?</b> 16 A Transportation of batteries. 17 <b>Q Okay. Other than the transportation of</b> 18 <b>batteries?</b> 19 A Not that I'm aware of. 20 <b>Q Who all uses ClearView? Do the field</b> 21 <b>engineers?</b> 22 A There is 106 licenses. I don't know who they 23 all are. 24 <b>Q Okay. It is my understanding that since at</b> 25 <b>least May of 2005 to somewhere around fall of</b></p> <p style="text-align: right;">121</p>



<p>1 <b>2009, JT Packard did not pay its employees</b>  2 <b>overtime; is that right?</b>  3 MR. VOSS: Object to form.  4 MR. JOHNSON: Strike that. Did JT  5 Packard, old JT Packard pay overtime to its  6 field engineers?  7 THE WITNESS: Yes.  8 BY MR. JOHNSON:  9 <b>Q During what time period?</b>  10 A I was not in field service at the time, so I'm  11 not exactly sure of the dates. It seems to me  12 that it was sometime around the timeframe of  13 the fall of 2009 that that change was made, but  14 I can't be positive.  15 <b>Q And it's fall of 2009 that they started paying</b>  16 <b>overtime?</b>  17 A That's what I believe.  18 <b>Q And previous to fall of 2009, they did not pay</b>  19 <b>overtime?</b>  20 A I believe that may be correct.  21 <b>Q Who would know that?</b>  22 A Our HR department.  23 <b>Q Mr. Ward?</b>  24 A Tom Ward, yes.  25 <b>Q So previous to the fall of 2009, the field</b></p> <p style="text-align: right;">122</p>	<p>1 A I may have seen charts or graphs before. I've  2 never seen this presentation before, as far as  3 I recall.  4 <b>Q Okay. How do the -- Strike that. Is there a</b>  5 <b>new system that JT Packard started to use in</b>  6 <b>the fall of 2009 to track the field engineers'</b>  7 <b>actual hours of work?</b>  8 A I believe, from what I recall, in reading this  9 earlier, EZ Labor is a software system that  10 they began to use.  11 <b>Q They are using EZ Labor to keep track of the</b>  12 <b>hours worked?</b>  13 A Correct.  14 <b>Q Does new JT Packard still use EZ Labor?</b>  15 A Yes.  16 <b>Q Do you recall who else was at the meetings that</b>  17 <b>you were at, where you discussed changing the</b>  18 <b>field engineer compensation structure?</b>  19 A I don't recall who was at those meetings, no.  20 <b>Q Anybody at all?</b>  21 A No, I can only assume it was the players in  22 charge of the department, HR.  23 <b>Q Do you remember how many meetings there were?</b>  24 A No, I don't know. I wasn't a part of this  25 department, so I wasn't invited.</p> <p style="text-align: right;">124</p>
<p>1 <b>engineers received basically a salary, correct?</b>  2 A As far as I know.  3 <b>Q Okay. Do you know if there were any bonuses</b>  4 <b>involved?</b>  5 A I do not.  6 <b>Q Okay. Were you involved at all in the decision</b>  7 <b>to start paying overtime?</b>  8 A I may have participated in some discussions,  9 but I was not involved in the decision-making  10 process.  11 <b>Q What were those discussions?</b>  12 A As best I can recall, talk about what level of  13 an adjustment should be made in order to keep a  14 company neutral, cost neutral.  15 <b>Q That was the goal?</b>  16 A (Witness nods.)  17 <b>Q Is that a yes?</b>  18 A Yes, I'm sorry.  19 <b>Q That's all right. I keep asking questions</b>  20 <b>while you're drinking your soda.</b>  21 A I believe the goal was to keep the cost neutral  22 to the business.  23 <b>Q Can you take a look at Exhibit No. 2. This is</b>  24 <b>a Power Point presentation. Have you seen this</b>  25 <b>document before?</b></p> <p style="text-align: right;">123</p>	<p>1 <b>Q You just kind of showed up?</b>  2 A No, I don't believe I went to any meetings.  3 Like I said, I recall seeing some of these  4 charts and maybe some of the graphs, but I  5 don't recall attending any meetings or beyond  6 having the discussion, as I said, about trying  7 to keep it cost neutral to the business.  8 <b>Q That discussion you think may have been with</b>  9 <b>Tom Ward?</b>  10 A I honestly don't remember.  11 <b>Q Can you tell me what a field service report is?</b>  12 A It's a document that's used to communicate a  13 job assignment to a field engineer and provide  14 a vehicle for them to report back the actions  15 they perform, their recommendations, their time  16 on the job, portal to portal, and parts used as  17 well as there is a section on there for some  18 meter readings, display meter readings.  19 MR. JOHNSON: I'm going to hand you  20 one real quick, just so we can talk through  21 this.  22 (Exhibit No. 12 marked for identification.)  23 BY MR. JOHNSON:  24 <b>Q You've been handed what has been marked</b>  25 <b>Exhibit No. 12, which is Bates stamped</b></p> <p style="text-align: right;">125</p>



<p>1 JTP00006781 to 6785. This is a field service 2 report, correct? 3 A Yes. 4 Q On this field service report there is a space 5 to record labor details, is that right? 6 A Are you talking about for the field engineer to 7 fill in the dates and times he worked? 8 Q That's correct. 9 A Yes. 10 Q What is JT Packard's -- old JT Packard's policy 11 with regard to recording this time? 12 A I believe in the guideline manual that it 13 describes to field engineers how to fill this 14 out and describes to them that they need to 15 enter the date of the work performed, their 16 start time, when they leave to go to the job, 17 their arrival time, their time on site, and 18 then the outline of travel time home as well. 19 Q There are -- For awhile I'm going to talk about 20 old JT Packard before they started paying 21 overtime. Just so we are on the same page 22 there. 23 There are a number of tasks that a field 24 engineer performs that are not recorded on 25 that, on the labor details of a field service</p> <p style="text-align: right;">126</p>	<p>1 Q Field engineers talk on the phone with 2 -- Strike that. 3 JT Packard has a policy that field 4 engineers have to return phone calls within 15 5 minutes, is that right? 6 A I believe that's correct. 7 Q Is that policy still in place? 8 A Yes, but I thought it was 5 minutes, 9 but 5 or 15, whatever. 10 Q Okay. Field engineers, you know, talk with 11 schedulers on a regular basis, is that right? 12 MR. VOSS: Object to the form. 13 THE WITNESS: They should be, yes. 14 BY MR. JOHNSON: 15 Q Okay. And some of the time that a field 16 engineer does that is not on the field service 17 report, is that right? 18 MR. VOSS: Object to the form. No 19 foundation. 20 THE WITNESS: Yes. 21 BY MR. JOHNSON: 22 Q Okay. Do field engineers speak with each other 23 on tech support issues? 24 A I would assume so. 25 Q Does that take place at times that are not</p> <p style="text-align: right;">128</p>
<p>1 report, correct? 2 MR. VOSS: Object to the form. 3 THE WITNESS: I'm not sure I 4 understand. 5 BY MR. JOHNSON: 6 Q Sure. You said that the labor details on the 7 field service report record the times when the 8 field engineer starts driving to essentially 9 the time when they stop driving and they get 10 back to their house, is that right? 11 A Yes, correct. 12 Q And there is a number of tasks that a field 13 service -- a field engineer that performs that 14 are outside of those two times, is that right? 15 MR. VOSS: Object to the form. 16 THE WITNESS: You mean when they are 17 not working on site for a customer? 18 MR. JOHNSON: Correct. 19 THE WITNESS: Yes. 20 BY MR. JOHNSON: 21 Q And what are those? 22 A Putting gas in his car, mailing his field 23 service report, checking his e-mail. 24 Q How about talking on the phone? 25 A Sure.</p> <p style="text-align: right;">127</p>	<p>1 recorded on the field service report? 2 MR. VOSS: Object to the form. I 3 mean, are you asking him about the specific 4 conversation that occurred between two field 5 engineers? 6 MR. JOHNSON: No, I'm asking in 7 general. 8 MR. VOSS: Just in general whether 9 conversations occur that aren't recorded on 10 this form, any form? 11 MR. JOHNSON: Do you understand the 12 question, Dan? 13 THE WITNESS: I think that I can 14 answer it in this fashion. If a field engineer 15 is talking with another field engineer about a 16 specific job, it's up to that field engineer 17 whether or not he creates a report and puts his 18 time down to it. He may, or he may not. 19 BY MR. JOHNSON: 20 Q Did old JT Packard have a policy that required 21 the field engineers to record that time? 22 A That time where he was giving tech support? 23 Q Uh-huh. 24 A No. 25 Q Field service -- Field engineers, they speak</p> <p style="text-align: right;">129</p>

<p>1 with their regional managers, correct, on the 2 phone? 3 A I would expect so, yes. 4 <b>Q And there are times that that takes place 5 outside of what is on the field service report?</b> 6 MR. VOSS: Object to the form. 7 THE WITNESS: If a field engineer 8 elects not to fill out a service report, then 9 yes. 10 BY MR. JOHNSON: 11 <b>Q Is there a policy that JT Packard has that says 12 that every time you speak with a manager on the 13 telephone, you have to fill out an FSR?</b> 14 MR. VOSS: Are we still talking about 15 old JT Packard? 16 MR. JOHNSON: Yes. 17 THE WITNESS: No, there is not a 18 policy. 19 BY MR. JOHNSON: 20 <b>Q Does JT Packard have a policy that prior to a 21 customer visit a field engineer has to contact 22 a customer first?</b> 23 A Yes. 24 <b>Q Okay. And what is that policy?</b> 25 A I believe it is that they make contact with the</p> <p style="text-align: right;">130</p>	<p>1 <b>Q You mentioned earlier that the field engineers 2 -- strike that -- JT Packard has a policy that 3 the field engineers have to check their e-mail 4 at least twice a day, is that right?</b> 5 A I believe that's correct. 6 <b>Q Okay. And that's so that they can get e-mails 7 from either the schedulers, or techs, 8 management?</b> 9 A Was that a question? 10 <b>Q Yes.</b> 11 MR. VOSS: He's leading you where he 12 wants you to go and asking you to agree with 13 him. 14 THE WITNESS: There's several reasons 15 why we require them or request that they check 16 their e-mail twice a day, and some of those 17 include so they can be aware of their job 18 assignments, if they have correspondence from 19 other departments within the organization that 20 have questions regarding field service reports 21 or their work, so they can get answers. 22 BY MR. JOHNSON: 23 <b>Q Essentially, that's part of their job, they 24 have to do that, right?</b> 25 A Yes.</p> <p style="text-align: right;">132</p>
<p>1 customer 48 hours in advance to confirm the 2 job. More common sense than policy, but 3 sometimes you have to spell it out for them. 4 <b>Q And that could take place -- Strike that. 5 Does JT Packard have a policy that the 6 field engineer fill out a separate FSR or 7 somehow include that time on the FSR?</b> 8 A For that phone call? 9 <b>Q Yes.</b> 10 A The 48 hours in advance of going to the job? 11 <b>Q Yes.</b> 12 A I do not believe there is a policy that states 13 they must record that, no. 14 <b>Q Do you know of a field engineer that has ever 15 recorded that?</b> 16 A Not that I specifically recall, no. 17 <b>Q How does a field engineer get notified if there 18 is an emergency service that has to happen?</b> 19 A They'll be called on their cell phone. 20 <b>Q Is that included on the field service reports?</b> 21 A Only if the field engineer elected to record 22 it. 23 <b>Q JT Packard did not have a policy that required 24 them to record that, did they?</b> 25 A No.</p> <p style="text-align: right;">131</p>	<p>1 <b>Q And does JT Packard have a policy that requires 2 the field engineer to fill out an FSR for the 3 time that it takes to check their e-mail?</b> 4 A No. 5 <b>Q Do you know if -- Strike that. 6 Field engineers check their e-mail at 7 times that they don't record on their FSR, 8 correct?</b> 9 MR. VOSS: Object to the form. 10 THE WITNESS: Can you repeat that? 11 MR. JOHNSON: Do you know if field 12 engineers record the time that they spend 13 checking their e-mail on their FSR's? 14 MR. VOSS: Are we still talking about 15 FE's employed by old JT Packard? 16 MR. JOHNSON: Yes. 17 THE WITNESS: I don't know. 18 BY MR. JOHNSON: 19 <b>Q Has a field engineer ever told you that they 20 check their e-mail outside of the time that 21 they record on their FSR?</b> 22 A I don't recall any specific times that a field 23 engineer has told me that. 24 <b>Q All right. JT Packard has -- -- Strike that. 25 Does JT Packard have a policy that the field</b></p> <p style="text-align: right;">133</p>

<p>1 engineers must constantly check the calendar?</p> <p>2 MR. VOSS: Object to the form.</p> <p>3 THE WITNESS: I'm not sure.</p> <p>4 BY MR. JOHNSON:</p> <p>5 <b>Q Where is the calendar located?</b></p> <p>6 A Well, if you're referring to the field</p> <p>7 engineers' schedule calendar, it is on the JT</p> <p>8 Packard intranet site, on the FE page.</p> <p>9 <b>Q If a field engineer wakes up in the morning,</b></p> <p>10 <b>checks his e-mail, checks his calendar, and</b></p> <p>11 <b>then leaves to the -- you know, leaves for the</b></p> <p>12 <b>customer site, at the old JT Packard, the time</b></p> <p>13 <b>it takes for him to check his e-mail, respond</b></p> <p>14 <b>to e-mails, and check his calendar would not be</b></p> <p>15 <b>recorded on the FSR, correct?</b></p> <p>16 MR. VOSS: Objection, that's just a</p> <p>17 pure hypothetical, and this witness has no</p> <p>18 basis to answer it.</p> <p>19 THE WITNESS: I'm sorry. Do I need</p> <p>20 to answer that? I'm not sure how to answer it.</p> <p>21 MR. JOHNSON: Can you answer it?</p> <p>22 THE WITNESS: I'm not sure how to</p> <p>23 answer that. Maybe you can repeat it.</p> <p>24 BY MR. JOHNSON:</p> <p>25 <b>Q Let's do this. Earlier, you discussed that the</b></p> <p style="text-align: right;">134</p>	<p>1 to do those things on the field service report?</p> <p>2 A I don't believe that's in the manual, no.</p> <p>3 <b>Q Okay. I might as well show you the manual.</b></p> <p>4 A It also doesn't say you can't put it on there</p> <p>5 or do it either.</p> <p>6 MR. VOSS: We are looking at the</p> <p>7 Field Service Engineer Policies, Procedures and</p> <p>8 Guidelines manual?</p> <p>9 MR. JOHNSON: Exhibit No. 9, page</p> <p>10 1823.</p> <p>11 MR. VOSS: Bates 1823?</p> <p>12 MR. JOHNSON: Yes. Let me ask you</p> <p>13 more specifically about 1835.</p> <p>14 THE WITNESS: Paragraph 7, labor</p> <p>15 details?</p> <p>16 BY MR. JOHNSON:</p> <p>17 <b>Q Yes, Paragraph 7 is JT Packard's policy on how</b></p> <p>18 <b>to fill out time under labor on the field</b></p> <p>19 <b>service report, correct?</b></p> <p>20 A Correct, for the site visit.</p> <p>21 <b>Q Is there any other place to fill out the time</b></p> <p>22 <b>that a field engineer works outside of what's</b></p> <p>23 <b>indicated in Paragraph 7?</b></p> <p>24 A Old JT Packard?</p> <p>25 <b>Q Yes.</b></p> <p style="text-align: right;">136</p>
<p>1 field service report, the hours that are</p> <p>2 included on the field service report are the</p> <p>3 time from when the field engineer leaves his</p> <p>4 house to when he gets to the customer site,</p> <p>5 from when he gets to the customer site and</p> <p>6 performs work at the customer site, and it also</p> <p>7 includes the time when he's driving from the</p> <p>8 customer site back to his house; is that right?</p> <p>9 A Correct.</p> <p>10 <b>Q Okay. And that's what JT Packard's policy is,</b></p> <p>11 <b>correct?</b></p> <p>12 A I believe that's how it's described to fill out</p> <p>13 the field service report in the guideline</p> <p>14 manual, yes.</p> <p>15 <b>Q And that does not include the time that a field</b></p> <p>16 <b>engineer spends talking on the phone, checking</b></p> <p>17 <b>his schedule, checking his e-mail before he</b></p> <p>18 <b>leaves his house, correct?</b></p> <p>19 A When you say that, you're talking about this</p> <p>20 time on the field service report?</p> <p>21 <b>Q Correct.</b></p> <p>22 A If he elected not to put it on there, it</p> <p>23 wouldn't be on there.</p> <p>24 <b>Q Is it JT -- former JT Packard's policy that the</b></p> <p>25 <b>field engineer is to include the time it takes</b></p> <p style="text-align: right;">135</p>	<p>1 A For site visits, no.</p> <p>2 <b>Q Prior to the fall of 2009, when JT Packard --</b></p> <p>3 <b>old JT Packard started to pay overtime, did JT</b></p> <p>4 <b>Packard keep any records of the amount of time</b></p> <p>5 <b>the field engineers worked outside of what is</b></p> <p>6 <b>included in Paragraph 7?</b></p> <p>7 A I don't believe so.</p> <p>8 <b>Q Okay. And Paragraph 7 includes what you</b></p> <p>9 <b>discussed earlier, being the record of the time</b></p> <p>10 <b>from when the field engineer leaves his house</b></p> <p>11 <b>to when the field engineer arrives at the</b></p> <p>12 <b>customer site, from when the field engineer</b></p> <p>13 <b>starts working at the customer site to when the</b></p> <p>14 <b>field engineer finishes working at the customer</b></p> <p>15 <b>site, and also from when the field engineer</b></p> <p>16 <b>leaves the customer site to when the field</b></p> <p>17 <b>engineer gets home; is that correct?</b></p> <p>18 A Yes, and my only hesitation here is the fact</p> <p>19 that it says in the start field the time that</p> <p>20 you began your travel to the job, so the</p> <p>21 definition of "begin travel" could be if you</p> <p>22 get in your car or leave your house and put on</p> <p>23 your coat, so yes, the time recorded associated</p> <p>24 with that site visit.</p> <p>25 <b>Q Does JT Packard have a policy with regard to</b></p> <p style="text-align: right;">137</p>

<p>1 what starts the travel?</p> <p>2 A No.</p> <p>3 <b>Q Is there a general understanding that it is</b></p> <p>4 <b>when you actually leave your house?</b></p> <p>5 A I don't know that.</p> <p>6 <b>Q There is no place in Paragraph 7 that provides</b></p> <p>7 <b>for the recording of time that it takes for a</b></p> <p>8 <b>field engineer to maintain their tools, is</b></p> <p>9 <b>there?</b></p> <p>10 A No.</p> <p>11 <b>Q There is no place in there for the time it</b></p> <p>12 <b>takes for a field engineer to go to the</b></p> <p>13 <b>hardware store to pick up batteries, is there?</b></p> <p>14 A No.</p> <p>15 <b>Q There is no place on Paragraph 7 that indicates</b></p> <p>16 <b>where to record time for picking up fuses, is</b></p> <p>17 <b>there?</b></p> <p>18 A No.</p> <p>19 <b>Q And those last three things I mentioned are</b></p> <p>20 <b>things that field engineers are required to do,</b></p> <p>21 <b>is that right?</b></p> <p>22 A Yes.</p> <p>23 <b>Q Okay. What about shipping parts back to JT</b></p> <p>24 <b>Packard, is there somewhere in Paragraph 7 that</b></p> <p>25 <b>indicates how you would record time it takes to</b></p> <p style="text-align: right;">138</p>	<p>1 needed to get down so that he could leave the</p> <p>2 customer and not have the customer just stand</p> <p>3 around while he fills out paperwork, and he</p> <p>4 would go do it at home. Is that what other</p> <p>5 field engineers do?</p> <p>6 MR. VOSS: Objection, no foundation.</p> <p>7 THE WITNESS: I have no way of</p> <p>8 knowing what field engineers do, but I have a</p> <p>9 very good understanding of what a good field</p> <p>10 engineer does, and it's not that.</p> <p>11 BY MR. JOHNSON:</p> <p>12 <b>Q Okay. But there's some field engineers that</b></p> <p>13 <b>don't fill out that paperwork on site, correct?</b></p> <p>14 A There is a great possibility that there are</p> <p>15 some field engineers that don't fill it out on</p> <p>16 site.</p> <p>17 <b>Q Did we talk about air filters yet?</b></p> <p>18 A I mentioned them earlier; I don't know if you</p> <p>19 did.</p> <p>20 <b>Q Field engineers have to keep basically a</b></p> <p>21 <b>stockpile of different air filters, is that</b></p> <p>22 <b>right?</b></p> <p>23 A Not to my knowledge.</p> <p>24 <b>Q They have to -- They have to change air filters</b></p> <p>25 <b>every visit, right?</b></p> <p style="text-align: right;">140</p>
<p>1 go to the UPS store to ship a part back to</p> <p>2 Madison?</p> <p>3 A It's not spelled out in there. The expectation</p> <p>4 is that that is part of the job or that site</p> <p>5 visit, yes.</p> <p>6 <b>Q Okay.</b></p> <p>7 A This would be included in their travel home,</p> <p>8 ship their parts back, mail their paperwork,</p> <p>9 much like picking supplies up for their job</p> <p>10 would be included in the travel to the site.</p> <p>11 <b>Q Do field engineers always ship parts back to</b></p> <p>12 <b>Madison the same day as they perform the</b></p> <p>13 <b>service for the customer?</b></p> <p>14 A Did they? No. Should they? Yes, that would</p> <p>15 be a wonderful thing, but no. Some do, some</p> <p>16 don't. Some procrastinate.</p> <p>17 <b>Q What about filling out the FSR and other</b></p> <p>18 <b>paperwork, do they do that at the site, do they</b></p> <p>19 <b>do that at home?</b></p> <p>20 A The Policies, Procedures and Guidelines manual</p> <p>21 here states that they need to do it on site.</p> <p>22 That probably doesn't always happen.</p> <p>23 <b>Q I was told by one field engineer that, you</b></p> <p>24 <b>know, it would take awhile to fill out some of</b></p> <p>25 <b>that information, so he would get what he</b></p> <p style="text-align: right;">139</p>	<p>1 A They need to change air filters at least</p> <p>2 annually or as needed in the customers'</p> <p>3 equipment.</p> <p>4 <b>Q And they have to have whatever air filters they</b></p> <p>5 <b>need with them, is that right?</b></p> <p>6 A Or shipped to the site.</p> <p>7 <b>Q Are these huge air filters, what are they?</b></p> <p>8 A Most resemble your furnace filter at home. In</p> <p>9 some cases, you might need boxes of them though</p> <p>10 because they have a lot of equipment or large</p> <p>11 equipment.</p> <p>12 <b>Q So you were saying earlier that a good field</b></p> <p>13 <b>engineer would fill out the FSR and e-mail it</b></p> <p>14 <b>out from the customer location, is that right?</b></p> <p>15 A That sounds correct.</p> <p>16 <b>Q Okay. How could he fill out the time that he</b></p> <p>17 <b>gets home before he gets home?</b></p> <p>18 A He doesn't necessarily have to fill out that</p> <p>19 time, although he could put in a reasonable</p> <p>20 estimate of what that arrival time home is.</p> <p>21 One of the requirements in the document</p> <p>22 here is that he reviews his field service</p> <p>23 report and his PM data sheet with the customer,</p> <p>24 so he needs to complete as much as he can to do</p> <p>25 that. He should never take down data on a</p> <p style="text-align: right;">141</p>

<p>1 piece of scrap paper and do it later at home, 2 because then he didn't review anything with the 3 customer.</p> <p>4 <b>Q Okay. So the time that's recorded on the field 5 service report is just an estimate?</b></p> <p>6 MR. VOSS: Object to the form.</p> <p>7 THE WITNESS: I don't know it just to 8 be an estimate. I can tell you of my own 9 practices. For example, I know that it took me 10 just a little bit over two hours to get here 11 this morning, and I know when I finish here 12 it's going to take me about two hours to get 13 home. So if I were filling out a field service 14 report for this site visit, I might populate my 15 arrival time home for two hours after I depart. 16 Should I get home later because the 17 construction between Johnson Creek and Madison 18 was all backed up, I will correct it when I get 19 home.</p> <p>20 BY MR. JOHNSON:</p> <p>21 <b>Q The regional managers have to contact field 22 engineers to ask them where their FSR's are, 23 right, that's a problem at JT Packard, is that 24 not?</b></p> <p>25 A I wouldn't describe it as a problem. I would</p> <p style="text-align: right;">142</p>	<p>1 <b>Q So if I'm a field engineer, and I'm out, and 2 I'm one of your good field engineers, I send in 3 my report before I leave the customer site, 4 estimate that I get home in three hours, I get 5 home in my three hours, that night I get a tech 6 call from another field engineer, he can't 7 figure out a specific machine, I help him 8 through it for about an hour, and that's that. 9 What do I do with that hour of time? What was 10 JT Packard's written policy?</b></p> <p>11 A I don't believe there is a written policy, that 12 I can recall. Oftentimes, we have had those 13 field engineers who provided that support, have 14 themselves added to the service order and have 15 them submit a field service report. That 16 usually occurs with engineers who have a 17 tendency to get more of those support calls and 18 that spend a majority of their time doing that.</p> <p>19 In the old JT Packard, for the last three 20 years, two-and-a-half years, whatever it was 21 under Patti, I don't know what she's told them 22 to do. I don't believe that there is anything 23 to that effect documented in this guideline 24 manual.</p> <p>25 <b>Q Field engineers have to order parts?</b></p> <p style="text-align: right;">144</p>
<p>1 describe that some field engineers have 2 difficulties meeting expectations and turning 3 in their paperwork, per the guidelines.</p> <p>4 <b>Q Okay. So you are aware that there are field 5 engineers that sent their FSR's in after they 6 got home?</b></p> <p>7 A Our system of reports is set up to actually 8 give the field engineers a 24 hour leeway, a 9 24 hour buffer that this report generates out. 10 So, in other words, if I finish my job here 11 today, and I call it in complete to my 12 scheduler, they are going to change it in 13 ClearView from notify to pend, the pending FSR 14 report is not going to pick that up until 24 15 hours later, so they are not actually going to 16 hit the report that they are late until 24 17 hours after it should have been turned in.</p> <p>18 So there will be a timeframe where I don't 19 know that they are late. I will probably never 20 know for sure that they send it in from the 21 site, unless I'm specifically looking for it 22 for some reason, and those field engineers who 23 are not meeting expectations I would expect are 24 being worked with, with the regional managers, 25 to improve their performance.</p> <p style="text-align: right;">143</p>	<p>1 A Yes.</p> <p>2 <b>Q How do they know what to order?</b></p> <p>3 A Well, hopefully, they are still standing in 4 front of the unit and they are reading the 5 information off of the bad part.</p> <p>6 <b>Q Okay. If they -- is there -- Do they ever have 7 to order parts for a scheduled -- a normal 8 scheduled routine maintenance?</b></p> <p>9 A No, they should not be using parts on 10 preventive maintenance jobs.</p> <p>11 <b>Q So it would just be emergency jobs?</b></p> <p>12 A Not necessarily emergencies. They could use 13 parts for remedial service work, which is a 14 non-emergency issue with a piece of equipment.</p> <p>15 <b>Q Okay. Do you know if they ever have to order 16 parts at a different time, you know, from home?</b></p> <p>17 A Sure.</p> <p>18 <b>Q Is there a spot for that to be recorded within 19 the guidelines of Paragraph 7?</b></p> <p>20 A Again, not spelled out, but if they are 21 ordering parts for a specific job, they can 22 certainly put time spent on the field service 23 report if they elected to.</p> <p>24 <b>Q Have you ever seen a field service report where 25 someone did that?</b></p> <p style="text-align: right;">145</p>



<p>1 A Not that I specifically recall.</p> <p>2 <b>Q JT Packard expects their field engineers to</b></p> <p>3 <b>know what equipment they are going to work on</b></p> <p>4 <b>before they get to the customer site, is that</b></p> <p>5 <b>right?</b></p> <p>6 A That's correct.</p> <p>7 <b>Q Okay. So when they get the field service</b></p> <p>8 <b>report with the initial job, they know what</b></p> <p>9 <b>they're going into, right?</b></p> <p>10 A I'm not sure I understand the question.</p> <p>11 <b>Q They know what types of equipment are at the</b></p> <p>12 <b>customer site, right?</b></p> <p>13 A Yes. When a field engineer is dispatched, he's</p> <p>14 actually sent this field service report with</p> <p>15 the customer and equipment information on it,</p> <p>16 and there is an expectation that they</p> <p>17 familiarize themselves with the equipment or</p> <p>18 escalate the fact that they have no knowledge</p> <p>19 and are the wrong person to put in front of</p> <p>20 that UPS.</p> <p>21 <b>Q Sure. And if they haven't worked on that piece</b></p> <p>22 <b>of equipment for a year or two, and they need</b></p> <p>23 <b>to freshen up, they can look at a manual, is</b></p> <p>24 <b>that right?</b></p> <p>25 A That's correct.</p> <p style="text-align: right;">146</p>	<p>1 job to check their calendar?</p> <p>2 THE WITNESS: I don't know that</p> <p>3 that's spelled out in the guideline manual.</p> <p>4 The guideline manual does spell out for them to</p> <p>5 check their e-mail, but I would expect them</p> <p>6 also to be looking at their calendar.</p> <p>7 BY MR. JOHNSON:</p> <p>8 <b>Q And that's just so that they know what's coming</b></p> <p>9 <b>up, and what jobs they have, right?</b></p> <p>10 A When they check their e-mail, they are going to</p> <p>11 have received all of their field service</p> <p>12 reports for their work, and the calendar would</p> <p>13 be a double check to make sure that they</p> <p>14 received all their paperwork.</p> <p>15 <b>Q Why do you need a double check?</b></p> <p>16 A Wouldn't want to accidentally forget to go to a</p> <p>17 customer site that was scheduled because maybe</p> <p>18 something got lost in the e-mail.</p> <p>19 <b>Q Are there any other tasks that a field engineer</b></p> <p>20 <b>does that is not spelled out or recorded in</b></p> <p>21 <b>Paragraph 7 that we haven't spoken about?</b></p> <p>22 A I don't know.</p> <p>23 <b>Q Do you know if the EZ Labor system that field</b></p> <p>24 <b>engineers have used since the fall of 2009</b></p> <p>25 <b>records all of the time that we just spoke</b></p> <p style="text-align: right;">148</p>
<p>1 <b>Q Is that on the intranet?</b></p> <p>2 A That would be on their laptop.</p> <p>3 <b>Q Do they record that within the guidelines of</b></p> <p>4 <b>Paragraph 7?</b></p> <p>5 A That's not spelled out in there, but if they</p> <p>6 elect to record it, they certainly could.</p> <p>7 <b>Q There is no policy that says they have to</b></p> <p>8 <b>record that?</b></p> <p>9 A There is nothing spelled out in the manual,</p> <p>10 that's correct.</p> <p>11 <b>Q And that's part of their job, to prepare for</b></p> <p>12 <b>the job site, so they know what's there, right?</b></p> <p>13 A Yes, that would be my expectation that they are</p> <p>14 prepared to perform their job.</p> <p>15 <b>Q And it's part of their job to return parts?</b></p> <p>16 A Yes, it's an expectation that they return</p> <p>17 reparable parts.</p> <p>18 <b>Q It's part of their job to order parts?</b></p> <p>19 A Yes, it's the expectation that they'll order</p> <p>20 parts.</p> <p>21 <b>Q Was there a job expectation that they talk on</b></p> <p>22 <b>-- strike that -- that they check their</b></p> <p>23 <b>calendar on a consistent basis?</b></p> <p>24 MR. VOSS: Object to the form.</p> <p>25 MR. JOHNSON: It's a part of their</p> <p style="text-align: right;">147</p>	<p>1 about?</p> <p>2 A The field engineer enters the time into EZ</p> <p>3 Labor. I don't know if the field engineer</p> <p>4 enters times in all of those things that we</p> <p>5 just spoke about, but it's up to them.</p> <p>6 <b>Q Did JT Packard write a policy on how to use EZ</b></p> <p>7 <b>Labor?</b></p> <p>8 A I believe there are instructions as well as I</p> <p>9 recall there being training sessions held with</p> <p>10 them to ensure that they knew how to use it.</p> <p>11 <b>Q And who would that training have been performed</b></p> <p>12 <b>by?</b></p> <p>13 A Well, I believe it was performed by Tom Ward in</p> <p>14 HR.</p> <p>15 <b>Q All those tasks that we just went over that</b></p> <p>16 <b>field engineers do that may not be recorded in</b></p> <p>17 <b>Paragraph 7, those are all things that the</b></p> <p>18 <b>field engineers still are required to do, is</b></p> <p>19 <b>that right?</b></p> <p>20 A Many things that we discussed were expectations</p> <p>21 that I believe that they should be doing. I</p> <p>22 wouldn't want to broadly say yes without</p> <p>23 actually seeing them written down and</p> <p>24 understanding what they all are.</p> <p>25 <b>Q Let me find out where I am here. The</b></p> <p style="text-align: right;">149</p>



<p>1 expectation that field service -- field 2 engineers prepare for the job prior to getting 3 to the job, is that something that JT Packard 4 still expects of their field engineers?</p> <p>5 A Yes.</p> <p>6 <b>Q That the field engineers return parts?</b></p> <p>7 A Yes.</p> <p>8 <b>Q And that field engineers order parts?</b></p> <p>9 A Yes.</p> <p>10 <b>Q Field engineers maintain their tools?</b></p> <p>11 A I think that that's not a -- that's too general 12 of a statement to say yes to. The company has 13 a tool calibration program. If a hand tool 14 does get broken, if that's what you're 15 referring to, then they are required to call 16 the parts department and order a replacement 17 tool, so in that sense of the term, yes.</p> <p>18 <b>Q Do field -- field engineers are -- they drive 19 their tools to the customer site, right?</b></p> <p>20 A I believe they drive their cars, and their 21 tools are probably inside the car.</p> <p>22 <b>Q Right. They are not driving their tools. I 23 see what you're saying.</b></p> <p>24 Some of the guys were telling me about 25 some of the field engineers were having some</p> <p style="text-align: right;">150</p>	<p>1 in this handbook that they are financially 2 responsible for the company's tools and test 3 equipment.</p> <p>4 The one in NML was in January, and it was 5 a very cold ride back to Chicago, by the way.</p> <p>6 <b>Q Windows broke?</b></p> <p>7 A Oh, yes. Big old rock right through the 8 window.</p> <p>9 <b>Q That's not good.</b></p> <p>10 A No.</p> <p>11 MR. JOHNSON: Let's take a quick five 12 minute break, and I'm going to regroup a minute 13 here.</p> <p>14 MR. VOSS: I've got a two o'clock 15 call.</p> <p>16 MR. JOHNSON: Is it two o'clock?</p> <p>17 MR. VOSS: It's seven of.</p> <p>18 MR. JOHNSON: We can go off the 19 record.</p> <p>20 (Discussion off the record.)</p> <p>21 (Short break was taken.)</p> <p>22 MR. JOHNSON: All right. We are back 23 on the record, after a short break. Well, 24 actually, it was a longer break.</p> <p>25 MR. VOSS: Appreciate the</p> <p style="text-align: right;">152</p>
<p>1 issues with people stealing stuff out of their 2 cars. JT Packard has a policy that the tools 3 have to be taken out of their cars at night, 4 and put back in in the morning when they leave 5 for a customer site, is that right?</p> <p>6 A I don't recall seeing that as a written policy.</p> <p>7 <b>Q Do you know who would know if that's a policy?</b></p> <p>8 A (No response.)</p> <p>9 <b>Q Patti?</b></p> <p>10 A Could be.</p> <p>11 <b>Q Is Patti working for Power Plus?</b></p> <p>12 A I do not know.</p> <p>13 <b>Q Do you know if it's an oral rule that JT 14 Packard requires their field engineers to take 15 their tools and their laptop out of their car 16 at the end of the day and put it back in on 17 their way out in the morning?</b></p> <p>18 A I don't know that it would be an oral or verbal 19 rule or policy. It would make common sense, 20 especially if you're spending the night in a 21 hotel in downtown Detroit, I've been robbed 22 there once, a hotel in Minneapolis, I've been 23 ripped off there, as well as just down the 24 street at Northwestern Mutual Life. You need 25 to be aware of your surroundings. We do state</p> <p style="text-align: right;">151</p>	<p>1 consideration.</p> <p>2 BY MR. JOHNSON:</p> <p>3 <b>Q Mr. Sears, if the field service report isn't 4 filled out properly, it gets sent back to the 5 field engineer, right?</b></p> <p>6 A Not necessarily.</p> <p>7 <b>Q Sometimes it does?</b></p> <p>8 A Sometimes it does, yes.</p> <p>9 <b>Q Is that time reported on the field service 10 report that it takes for a field service 11 engineer to fill it out properly?</b></p> <p>12 A You would have to ask the field engineer if he 13 has that time in there.</p> <p>14 <b>Q Is it JT Packard's policy that he has to have 15 that time included?</b></p> <p>16 A I don't believe it's documented anywhere.</p> <p>17 <b>Q The time that's recorded in the labor details 18 section of the field service report, what is 19 that used for?</b></p> <p>20 A That is the record of the time spent for that 21 site visit, probably more so for the customer's 22 benefit than anybody else's.</p> <p>23 <b>Q Okay. What is -- What's an RMA?</b></p> <p>24 A It's a misused acronym. RMA stands for Return 25 Material Authorization, but the way we use it</p> <p style="text-align: right;">153</p>

<p>1 is to indicate that a part or assembly or 2 something shipped to the field needs to be 3 returned to corporate. 4 <b>Q Is that a piece of paperwork that a field 5 engineer fills out?</b> 6 A There is a tag that the field engineer is 7 supposed to fill out and attach to the report 8 or to the part. 9 <b>Q A physical tag?</b> 10 A Yes, a tow tag kind of thing. 11 <b>Q Field engineers fill out expense reports?</b> 12 A Yes. 13 <b>Q Is that recorded in a field service report?</b> 14 A I don't know that I've seen it recorded on a 15 field service report. 16 <b>Q What is a utilization report?</b> 17 A Old JT Packard or new JT Packard? 18 <b>Q Old JT Packard.</b> 19 A No idea. Before the fall of 2009, or whenever 20 they started tracking time in EZ Labor, we 21 didn't really have a utilization report, which 22 is a summary of the amount of work the field 23 engineer does. 24 <b>Q Okay. There was -- Strike that. Was a field 25 engineer's utilization measured in any way</b> 154</p>	<p>1 <b>Q Okay. Would Patti Epstein know?</b> 2 A Perhaps. 3 <b>Q Perhaps?</b> 4 A Right. 5 <b>Q Okay. When you were talking earlier about 6 increasing the utilization from 70 percent to 7 80 percent, what were you talking about?</b> 8 A Scheduled utilization, so if we are scheduling 9 work on a piece of equipment, we know 10 approximately how long that will take, and I 11 wanted or we practiced trying to keep that 12 scheduled utilization to a certain amount. 13 <b>Q That's on a piece of equipment or on an FE, 14 field engineer?</b> 15 A On a field engineer. 16 <b>Q Okay. So you're trying to keep the field 17 engineer working 80 percent of his scheduled 18 availability?</b> 19 A Our strategy is to schedule him for an 20 80 percent workload, doing preventive 21 maintenance, remedial type work, with the 22 expectation that emergency calls and time and 23 materials jobs are going to come in, and his 24 utilization is going to be cyclic, somewhere 25 above or below 80 percent. 156</p>
<p>1 prior to fall of 2009? 2 A Was it measured in any way? 3 <b>Q Yes.</b> 4 A The data may have been collected in various 5 forms, whether that be on field service 6 reports, in ClearView, or our Field Plus 7 software tool. I do not believe anybody 8 utilized that data in the form of a utilization 9 report. 10 <b>Q Okay. You know who Brian Teed is?</b> 11 A Yes. 12 <b>Q All right. Couple years ago he was fired, is 13 that right?</b> 14 A I don't remember exactly when it was. It seems 15 like more than a couple. 16 <b>Q Could be a while?</b> 17 A And I don't believe he was fired; I believe he 18 quit. 19 <b>Q One of his contentions was his regional manager 20 wanted to increase his utilization, you know, 21 as a percentage, and that was kind of a point 22 of contention among the field engineers.</b> 23 Do you know what that percentage or what 24 that measure of utilization was talking about? 25 A I do not. 155</p>	<p>1 <b>Q Got you. And that's 80 percent of an hour 2 amount?</b> 3 A Yes, 80 percent of his availability for the 4 week. 5 <b>Q What's the availability?</b> 6 A 40 hours. 7 <b>Q 40 hours?</b> 8 A Yes. 9 <b>Q If there's multiple field engineers, it's the 10 lead field service engineer that fills out the 11 field service report, right?</b> 12 A I'm sorry, is that a question? 13 <b>Q It's a long afternoon, I know. If there's 14 multiple field engineers working on the same 15 job, it's the lead field engineer on that job 16 who fills out the field service report, right?</b> 17 A Old JT Packard. 18 <b>Q Yes.</b> 19 A That's the guideline, yes. 20 <b>Q Does that always happen?</b> 21 A I don't know that it does. 22 <b>Q Are there times that when multiple field 23 engineers worked on one job, all the labor for 24 all the field engineers wouldn't get recorded 25 on the FSR?</b> 157</p>

<p>1 A I'm sorry, could you repeat that?</p> <p>2 THE REPORTER: "Are there times that</p> <p>3 when multiple field engineers worked on one</p> <p>4 job, all the labor for all the field engineers</p> <p>5 wouldn't get recorded on the FSR?"</p> <p>6 THE WITNESS: I don't know that.</p> <p>7 BY MR. JOHNSON:</p> <p>8 <b>Q You don't know if that ever happened?</b></p> <p>9 A No.</p> <p>10 <b>Q If I wanted to know every hour that a field</b></p> <p>11 <b>engineer worked in a particular week, would the</b></p> <p>12 <b>field service report tell me exactly how many</b></p> <p>13 <b>hours that field engineer worked?</b></p> <p>14 MR. VOSS: Object to the form.</p> <p>15 THE WITNESS: The field service</p> <p>16 report would have, at the very least, recorded</p> <p>17 his time in relationship to that site visit.</p> <p>18 BY MR. JOHNSON:</p> <p>19 <b>Q I'm going to have you take a look at Exhibit</b></p> <p>20 <b>No. 2, Bates page number TEED000287. The last</b></p> <p>21 <b>line on this Power Point slide says that the --</b></p> <p>22 <b>it's likely missing unreported admin, tech</b></p> <p>23 <b>support, et cetera. Do you have any idea what</b></p> <p>24 <b>that's talking about?</b></p> <p>25 A The administrative time, the tech support time,</p> <p style="text-align: right;">158</p>	<p>1 A They do work with their field engineers to get</p> <p>2 their paperwork in, yes.</p> <p>3 <b>Q Going through a series of tasks that field</b></p> <p>4 <b>engineers do, including phone calls, checking</b></p> <p>5 <b>e-mail, checking the calendar, taking care of</b></p> <p>6 <b>their tools, keeping track of air filters and</b></p> <p>7 <b>buying air filters, filling out paperwork,</b></p> <p>8 <b>ordering parts, returning parts and getting</b></p> <p>9 <b>ready to do work on the job site, those are all</b></p> <p>10 <b>tasks that JT Packard now pays its field</b></p> <p>11 <b>engineers to perform; is that right?</b></p> <p>12 A We pay the field engineers their salary and</p> <p>13 overtime, as reported. Those tasks fall into</p> <p>14 there somewhere, I'm sure.</p> <p>15 <b>Q Are they paid a salary or are they paid hourly</b></p> <p>16 <b>now?</b></p> <p>17 A Salary.</p> <p>18 <b>Q They are paid a salary and then an overtime</b></p> <p>19 <b>rate on top of the salary?</b></p> <p>20 A Yes.</p> <p>21 <b>Q Is that called a fluctuating workweek? Have</b></p> <p>22 <b>you ever heard that term?</b></p> <p>23 A I don't know that from what I understand a</p> <p>24 fluctuating workweek to be it would actually be</p> <p>25 called that, no.</p> <p style="text-align: right;">160</p>
<p>1 the items that you inquired about earlier in</p> <p>2 our conversation today is what I would believe</p> <p>3 that is referring to.</p> <p>4 <b>Q And that's not recorded or potentially not</b></p> <p>5 <b>recorded accurately on a field service report,</b></p> <p>6 <b>is that right?</b></p> <p>7 A Potentially.</p> <p>8 <b>Q Are there a lot of field service reports that</b></p> <p>9 <b>come in after 24 hours have passed?</b></p> <p>10 A Define "a lot."</p> <p>11 <b>Q More than 20 percent.</b></p> <p>12 A I couldn't tell you.</p> <p>13 <b>Q Is it a regular problem, not a problem --</b></p> <p>14 <b>Strike that.</b></p> <p>15 <b>Is it a regular issue that the regional</b></p> <p>16 <b>managers are facing?</b></p> <p>17 A That is an expectation that the regional</p> <p>18 managers have an opportunity to continue to</p> <p>19 manage.</p> <p>20 <b>Q Do the regional managers spend a lot of time</b></p> <p>21 <b>tracking down FSR's?</b></p> <p>22 A Again, define "a lot." I don't know what</p> <p>23 portion of their day or week they spend doing</p> <p>24 that.</p> <p>25 <b>Q But they do do it?</b></p> <p style="text-align: right;">159</p>	<p>1 <b>Q Okay. What do you call it? Do you call it</b></p> <p>2 <b>anything?</b></p> <p>3 A A fluctuating workweek?</p> <p>4 <b>Q What do you call the way that the field</b></p> <p>5 <b>engineers are paid now?</b></p> <p>6 A They are paid salary, plus they get overtime on</p> <p>7 top of that.</p> <p>8 <b>Q But prior to fall of 2009, there was no</b></p> <p>9 <b>agreement between JT Packard and the field</b></p> <p>10 <b>engineers that they would receive overtime in</b></p> <p>11 <b>addition to their salary; is that correct?</b></p> <p>12 A Prior to the fall of 2009, yes, I don't know</p> <p>13 that there's ever been an agreement between the</p> <p>14 field engineers and the organization to that</p> <p>15 effect.</p> <p>16 <b>Q If there was an agreement, would you know?</b></p> <p>17 A I may.</p> <p>18 <b>Q If there was an agreement to pay the field</b></p> <p>19 <b>engineers overtime in addition to their salary</b></p> <p>20 <b>prior to fall 2009, would you know?</b></p> <p>21 A I would like to think I would.</p> <p>22 <b>Q Do the field engineers -- Strike that.</b></p> <p>23 <b>Are the field engineers now instructed to</b></p> <p>24 <b>record the amount of time that they spend on</b></p> <p>25 <b>the phone in EZ Labor?</b></p> <p style="text-align: right;">161</p>

<p>1 A I have not read the directions, nor attended 2 the training for EZ Labor, so I don't know what 3 they are instructed to do. 4 <b>Q That's fine. I'll call Tom. Prior to the fall 5 of 2009, do you know if anybody from JT Packard 6 ever looked into whether or not field engineers 7 should receive overtime?</b> 8 A I don't know that for a fact. 9 <b>Q Do you know who made that decision?</b> 10 A Which decision was that? 11 <b>Q The decision to not pay field engineers 12 overtime?</b> 13 A I do not. 14 <b>Q Prior to the fall of 2009, did a field engineer 15 ever complain to you about not receiving 16 overtime?</b> 17 A Not that I recall. 18 <b>Q Did you ever hear of any complaints of field 19 engineers wanting to know why they didn't 20 receive overtime?</b> 21 A Complaints, or field engineers wanting to know? 22 I don't remember either. 23 <b>Q Do you know if anybody at JT Packard has 24 contacted the Department of Labor to find out 25 whether the field engineers should or should</b></p> <p style="text-align: right;">162</p>	<p>1 BY MR. JOHNSON: 2 <b>Q This is a job description of a field engineer, 3 right?</b> 4 A That's what the title is. 5 <b>Q Okay. Have you read through this document?</b> 6 A I've browsed through it. 7 <b>Q I would like to take a look at the second page 8 here. It says knowledge, skills, abilities 9 necessary to perform the essential functions. 10 What are JT Packard's education requirements 11 for a field engineer?</b> 12 A I think the educational requirements were on 13 Page 1, at the bottom, on this particular job 14 description. 15 <b>Q Yes, they sure are. All right. And what are 16 those requirements?</b> 17 A Minimum two-year educational background in 18 electronic repair or related military 19 experience. All candidates should have a 20 minimum of two years of field experience 21 servicing UPS systems is how the document read. 22 <b>Q The two year educational background in 23 electrical repair, what exactly is that 24 requirement?</b> 25 A Beats me. Maybe they fixed toasters or clock</p> <p style="text-align: right;">164</p>
<p>1 <b>not receive overtime?</b> 2 A I have no knowledge of that. 3 <b>Q Do you know if anybody at JT Packard has 4 researched the Fair Labor Standards Act to find 5 out if the field engineers should receive 6 overtime?</b> 7 A I've got no knowledge of that. 8 <b>Q How about the regulations that accompany the 9 Fair Labor Standards Act?</b> 10 A I have no knowledge of that either. 11 <b>Q Wisconsin law on overtime?</b> 12 A No idea. 13 <b>Q So you don't know whether JT Packard has ever 14 looked into whether the law requires the FE's 15 to receive overtime?</b> 16 A I have no firsthand knowledge of anybody doing 17 that. 18 <b>Q Okay. I'll have you take a look at this.</b> 19 A Okay. 20 MR. VOSS: Excuse me. What exhibit 21 is that? 22 THE WITNESS: 11. 23 MR. JOHNSON: Exhibit No. 11. 24 MR. VOSS: Okay. 25</p> <p style="text-align: right;">163</p>	<p>1 radios or stereos. 2 <b>Q It's not really coursework in fixing and 3 maintaining UPS systems?</b> 4 A Doesn't say that. 5 <b>Q Okay. Is that a requirement at JT Packard, 6 that you have to have a specific course in 7 fixing UPS systems?</b> 8 A Doesn't say that on this document. 9 <b>Q Okay. But it is a requirement?</b> 10 A Of old JT Packard? 11 <b>Q Yes.</b> 12 A I don't know. 13 <b>Q I thought you were the guy that knew 14 everything.</b> 15 A Well, Patti was in charge of field service; I 16 wasn't. 17 <b>Q But at the time you were in charge of field 18 service?</b> 19 A Yes. 20 <b>Q From 2004 to about 2006?</b> 21 A Approximately. 22 <b>Q Okay.</b> 23 A That would have been my preference, that they 24 had UPS experience, yes. 25 <b>Q Are there any field engineers that have only a</b></p> <p style="text-align: right;">165</p>

<p>1 high school diploma?</p> <p>2 A I don't know.</p> <p>3 Q You don't know that?</p> <p>4 A No.</p> <p>5 Q Would that bar an employee or a potential</p> <p>6 employee from becoming a field engineer for JT</p> <p>7 Packard?</p> <p>8 A Not that I'm aware of.</p> <p>9 Q Okay. So is there a professional degree in</p> <p>10 maintaining uninterruptible power systems?</p> <p>11 A Not that I'm aware of.</p> <p>12 Q Okay. So is there a professional degree that</p> <p>13 you would have to have to be able to service an</p> <p>14 uninterruptible power system?</p> <p>15 A I guess that depends on who you're trying to</p> <p>16 get a job with, and what their requirements</p> <p>17 are. I don't believe there is any federal or</p> <p>18 state laws, you know, it really comes down to</p> <p>19 the corporation.</p> <p>20 Q Does JT Packard require an employee to have a</p> <p>21 specific academic degree to become a field</p> <p>22 engineer?</p> <p>23 A I don't have any knowledge of that.</p> <p>24 Q Okay. How does one learn how to do what a</p> <p>25 field engineer does?</p> <p style="text-align: right;">166</p>	<p>1 would know that. It's really up to the hiring</p> <p>2 manager.</p> <p>3 BY MR. JOHNSON:</p> <p>4 Q Who's the hiring manager?</p> <p>5 A Old JT Packard, that would be field service</p> <p>6 management, Patti Epstein, area service</p> <p>7 directors, regional managers, obviously they</p> <p>8 are going to have input from the human</p> <p>9 resources department. The job descriptions are</p> <p>10 really more filters than they are policy.</p> <p>11 Q If somebody was a -- Strike that.</p> <p>12 If somebody didn't have a four year</p> <p>13 college degree, could they still work for JT</p> <p>14 Packard as a field engineer?</p> <p>15 A That would be up to the hiring manager and the</p> <p>16 human resources department.</p> <p>17 Q But there is not a specific degree that an</p> <p>18 individual has to have to be able to work as a</p> <p>19 field engineer?</p> <p>20 A Not that I'm aware of.</p> <p>21 Q And you said basically a field engineer learns</p> <p>22 how to do their job through on-the-job</p> <p>23 experience?</p> <p>24 A Through the on-the-job training from other</p> <p>25 field engineers, any training programs the</p> <p style="text-align: right;">168</p>
<p>1 A I suspect that one needs to obtain a job with a</p> <p>2 company who does this business and learn from</p> <p>3 the senior field engineers and training</p> <p>4 department that they may have.</p> <p>5 Q And then after two years of that, JT Packard</p> <p>6 would hire them?</p> <p>7 A I don't know that.</p> <p>8 Q Does JT Packard hire people who have no</p> <p>9 experience in working with UPS's?</p> <p>10 A I don't know the experience levels of our field</p> <p>11 engineers. I suspect that's possible.</p> <p>12 Q What's your educational background?</p> <p>13 A Completed high school, have a Bachelors of</p> <p>14 Electronics Engineering from DeVry, worked for</p> <p>15 the OEM for six years, worked for third-party</p> <p>16 companies going on about 15 years.</p> <p>17 Q So you don't have an -- Strike that.</p> <p>18 I'm sure a degree in electrical</p> <p>19 engineering would be helpful, but is that a</p> <p>20 requirement to work at JT Packard as an FE?</p> <p>21 MR. VOSS: Is this the old JT</p> <p>22 Packard?</p> <p>23 MR. JOHNSON: Yes, the old JT</p> <p>24 Packard.</p> <p>25 THE WITNESS: I don't believe that I</p> <p style="text-align: right;">167</p>	<p>1 organization may have. There is not a prep</p> <p>2 college or courses at MATC that you can take on</p> <p>3 UPS repair that I'm aware of.</p> <p>4 Q The job description, Exhibit No. 11, under</p> <p>5 decision-making authority there on the first</p> <p>6 page, it says limited decision-making</p> <p>7 authority. Is that accurate?</p> <p>8 A I guess when it comes to making decisions on</p> <p>9 the company's behalf, yes.</p> <p>10 Q What kind of decisions does a field engineer</p> <p>11 make?</p> <p>12 A Whether or not to go to the job that's</p> <p>13 assigned, whether or not to leave a unit in</p> <p>14 bypass, leave it with bad batteries, whether or</p> <p>15 not to consult with a customer before he</p> <p>16 leaves. He has all kinds of decisions to make.</p> <p>17 Q Are most of those decisions based upon, you</p> <p>18 know, the data that comes from the different</p> <p>19 tools the field engineer uses?</p> <p>20 A Some decisions are based on data that he</p> <p>21 collects. Some of those decisions he doesn't</p> <p>22 really have, he is guided on what he's going to</p> <p>23 be doing, and he gets to decide on whether or</p> <p>24 not he does it.</p> <p>25 Q What do you mean "he gets guided"?</p> <p style="text-align: right;">169</p>



<p>1 A For example, we tell him he needs to call 2 before he goes to the job site. If he decides 3 not to do so, and he shows up, and the customer 4 is not there, he's failed to meet expectations. 5 <b>Q Okay.</b> 6 A He's told to make the best battery string that 7 he can if he finds bad batteries. If he 8 doesn't do that, he's failed to meet 9 expectations and he can be disciplined. 10 There's certain things that the decisions 11 aren't left to them, they are guided and told 12 what to do, and if they decide not to do it, 13 they could be disciplined. 14 <b>Q When they are actually testing a specific 15 battery or testing a specific piece of 16 equipment, whether or not it needs to be 17 replaced, is that based on numbers?</b> 18 A For the most part, yes. There is very little 19 subjectivity to it, although some can exist. 20 <b>Q And is outside of -- Strike that. When they 21 are at the actual customer location and 22 performing the service on the parts, what other 23 decisions are there that do have subjectivity?</b> 24 A Whether or not to wipe down or clean the 25 outside of the unit; whether or not to vacuum</p> <p style="text-align: right;">170</p>	<p>1 <b>Q Okay. Do they have to prove insurance to JT 2 Packard?</b> 3 A Yes. Old JT Packard? 4 <b>Q Old JT Packard.</b> 5 A There may have been a timeframe where old JT 6 Packard was not as diligent as they should have 7 been obtaining a current insurance certificate. 8 <b>Q Okay. Do you know when that time was?</b> 9 A No, not my job. 10 <b>Q Was that before 2005?</b> 11 A I don't know. 12 <b>Q It was worth a shot. So if JT Packard requires 13 the field engineers to get insurance, somewhere 14 is there a list of the insurance and what car 15 is insured?</b> 16 A I would believe that our human resources 17 department would have a copy of the field 18 engineer's current insurance certificate, which 19 would probably list their vehicle. 20 <b>Q Do you know what driver's logs are, you know, 21 the folks that --</b> 22 A I'm not sure. 23 <b>Q Let me see if I've got them down here. Here's 24 one. This is a rough example.</b> 25 <b>(Exhibit No. 13 marked for identification.)</b></p> <p style="text-align: right;">172</p>
<p>1 the unit or dust the circuit boards; whether or 2 not it's safe to perform the assigned task, 3 given the equipment status and environment, 4 things like that. 5 <b>Q The cleaning of the unit, vacuuming, are those 6 expectations that you have that they do that 7 every time?</b> 8 A My expectation is that they clean the unit, and 9 if the unit is in a spectacular environment, 10 like a raised floor computer room, odds are 11 they won't have to wipe it down or vacuum it 12 out. It's subjective. When you look at it, is 13 it dirty? No? Great. That's one less thing I 14 have to do. 15 <b>Q Got you. Do you know what kind of vehicles the 16 field engineers drive?</b> 17 A No. 18 <b>Q Does JT Packard require them to keep insurance?</b> 19 A Yes. 20 <b>Q JT Packard doesn't pay for the insurance?</b> 21 A No. Let me rephrase that. JT Packard provides 22 an auto allowance with which it is expected the 23 field engineer will obtain reliable 24 transportation, insure it, and so on and so 25 forth.</p> <p style="text-align: right;">171</p>	<p>1 BY MR. JOHNSON: 2 <b>Q The Department of Transportation requires 3 certain employees or certain drivers of 4 vehicles keep drive logs, you know, a daily log 5 of when they are on duty and off duty. Does JT 6 Packard require the field engineers to keep a 7 log like this?</b> 8 A Not that I'm aware of. 9 <b>Q Have you ever seen a log like this kept for a 10 field engineer?</b> 11 <b>Q Not that I recall. A couple minutes ago we 12 were talking about the discretion and 13 decision-making abilities that the field 14 engineers have on the job. Can they make 15 decisions, financial decisions that bind JT 16 Packard?</b> 17 A No. 18 <b>Q Okay. Do you know any field engineers that 19 don't have a college degree?</b> 20 A I don't know that I can name one that does 21 either, so no. I'm not aware of their 22 educational background. 23 <b>Q Do you know if there were any meetings about 24 the payment of overtime?</b> 25 A I believe there were.</p> <p style="text-align: right;">173</p>



<p>1 <b>Q But you weren't involved in them?</b></p> <p>2 A I may have been. As I mentioned earlier, I</p> <p>3 know that I was involved in at least one</p> <p>4 discussion about the move to paying overtime</p> <p>5 being cost neutral to the company, and the</p> <p>6 amount of the adjustment that may have needed</p> <p>7 to be made, but that's about all I recall about</p> <p>8 any of that. Since that wasn't my department,</p> <p>9 I generally wasn't involved with it.</p> <p>10 <b>Q Prior to the sale, prior to the closing of the</b></p> <p>11 <b>sale, prior to January 26th, JT Packard had</b></p> <p>12 <b>numerous contracts with customers, correct?</b></p> <p>13 A Correct.</p> <p>14 <b>Q Did field engineers perform services under</b></p> <p>15 <b>those contracts after January 27th?</b></p> <p>16 A The contracts may have been reassigned to the</p> <p>17 new customer or new company, so maybe the</p> <p>18 contract was different, being assigned to the</p> <p>19 new company, but if you go back to the</p> <p>20 customer, if they have a contract with ABC</p> <p>21 Company before and it extended and another</p> <p>22 payment was due after the purchase, yes, we</p> <p>23 went back to ABC Company and did the PM.</p> <p>24 <b>Q There were field engineers working on</b></p> <p>25 <b>January 27, right?</b></p> <p style="text-align: right;">174</p>	<p>1 &amp; Betts doing business as JT Packard.</p> <p>2 <b>Q By "reassign" you mean send out or call them,</b></p> <p>3 <b>and say, "Hey, we changed our name, here's a</b></p> <p>4 <b>new contract, can you sign this?</b></p> <p>5 MR. VOSS: Object to the form. Go</p> <p>6 ahead.</p> <p>7 THE WITNESS: It was a letter our</p> <p>8 contracts/legal department put together and</p> <p>9 sent out to all the customers.</p> <p>10 BY MR. JOHNSON:</p> <p>11 <b>Q Do you know when those were sent out?</b></p> <p>12 A I don't.</p> <p>13 <b>Q Was it immediately on the 26th?</b></p> <p>14 A I couldn't tell you.</p> <p>15 <b>Q Okay.</b></p> <p>16 A I think it was actually sent out even before</p> <p>17 the auction, because it named all three</p> <p>18 possible winners of the bid, the three parties</p> <p>19 that were bidding, and I know that because</p> <p>20 there was a couple of customers that had</p> <p>21 conflict with their being multiple names on it,</p> <p>22 and it had to be redone later.</p> <p>23 <b>Q Did you receive a new contract from all your</b></p> <p>24 <b>customers?</b></p> <p>25 A I don't know.</p> <p style="text-align: right;">176</p>
<p>1 A I would imagine so.</p> <p>2 <b>Q And they were working for customers that may</b></p> <p>3 <b>have had a contract, right?</b></p> <p>4 A Very possibly.</p> <p>5 <b>Q And that contract was -- they were still</b></p> <p>6 <b>working under the terms of that contract after</b></p> <p>7 <b>the sale, correct?</b></p> <p>8 A If this was a contract after the sale, and we</p> <p>9 went out to do the job, then we were working</p> <p>10 under the terms of that contract.</p> <p>11 <b>Q I'm talking about if they had a year contract</b></p> <p>12 <b>that started on December 1st of 2009 and</b></p> <p>13 <b>continued to December 1st, 2010, and they were</b></p> <p>14 <b>scheduled to perform maintenance on January 27</b></p> <p>15 <b>or January 28 of 2010, and they did that work,</b></p> <p>16 <b>that work was performed under the contract with</b></p> <p>17 <b>old JT Packard, right?</b></p> <p>18 A Not to my knowledge. Those contracts were</p> <p>19 reassigned to the new business or at least an</p> <p>20 attempt was made to reassign all of those</p> <p>21 customers' contracts to the new business.</p> <p>22 <b>Q What do you mean "reassign"?</b></p> <p>23 A The contracts were with JT Packard &amp;</p> <p>24 Associates, Inc., which basically no longer</p> <p>25 exists, so they had to be reassigned to Thomas</p> <p style="text-align: right;">175</p>	<p>1 <b>Q Who would know that?</b></p> <p>2 A Well, I don't know that any one person knows</p> <p>3 that, but the best place to start would be our</p> <p>4 contracts department, with Dave Kreger.</p> <p>5 <b>Q Dave Kreger?</b></p> <p>6 A Uh-huh.</p> <p>7 <b>Q What percent of former JT Packard customers did</b></p> <p>8 <b>JT Packard continue to do business with after</b></p> <p>9 <b>the sale?</b></p> <p>10 A I have no idea.</p> <p>11 <b>Q Do you have any idea how many customers JT</b></p> <p>12 <b>Packard has?</b></p> <p>13 A It would only be a guess.</p> <p>14 <b>Q Do you know if any customers said, "I don't</b></p> <p>15 <b>like Thomas &amp; Betts, I'm no longer going to do</b></p> <p>16 <b>business with you, JT Packard"?</b></p> <p>17 A I don't know of any specific customer that said</p> <p>18 that.</p> <p>19 <b>Q And other than the one customer that we</b></p> <p>20 <b>discussed earlier, we didn't name the customer,</b></p> <p>21 <b>but we discussed it earlier in conjunction with</b></p> <p>22 <b>the other litigation that's going on, do you</b></p> <p>23 <b>know of any other customers that JT Packard has</b></p> <p>24 <b>lost since the sale?</b></p> <p>25 A I don't know specific customers. I do get</p> <p style="text-align: right;">177</p>

<p>1 e-mails of cancellations, so they are in my 2 in-box.</p> <p>3 <b>Q Are there a lot of cancellations?</b></p> <p>4 A Again, define "a lot". I think it's a small 5 percentage compared to our overall customer 6 base.</p> <p>7 <b>Q Okay. Are you worried about the financial 8 position of JT Packard currently because of the 9 loss of customers?</b></p> <p>10 A No.</p> <p>11 <b>Q Does JT Packard have a policy that field 12 engineers are disciplined if their field 13 service report is not -- is more than 24 hours 14 late?</b></p> <p>15 A I know that that's written in the guideline 16 manual, 24 to 48 hours. I don't recall if, in 17 fact, it says that we may take disciplinary 18 action in that particular manual. I know that 19 it's communicated from me anyway that if you 20 don't meet expectations of your job function 21 that you may be disciplined.</p> <p>22 <b>Q Sure. That makes sense, but it doesn't always 23 happen?</b></p> <p>24 A True.</p> <p>25 <b>Q We were talking earlier about the field service</b> 178</p>	<p>1 BY MR. JOHNSON:</p> <p>2 <b>Q Okay. Why not?</b></p> <p>3 A Because JT Packard was still a part of S.R. 4 Bray Corp., and I have no decision-making 5 authority over what happens with money nor 6 visibility of it once they take the cash from 7 us and put it in their own accounts.</p> <p>8 <b>Q But there was about \$5 million in profit from 9 JT Packard in 2009?</b></p> <p>10 MR. VOSS: Object to the form.</p> <p>11 THE WITNESS: Sounds approximately 12 correct.</p> <p>13 BY MR. JOHNSON:</p> <p>14 <b>Q Do you have any idea what percentage of the 15 employees at JT Packard immediately after the 16 sale had their supervisory structure change?</b></p> <p>17 A No, not exactly.</p> <p>18 <b>Q Do you have a ballpark?</b></p> <p>19 A Well, not without going back through the org 20 chart.</p> <p>21 <b>Q Are you inviting me to go back through that org 22 chart?</b></p> <p>23 MR. VOSS: Well, do you want him to 24 guess?</p> <p>25 MR. JOHNSON: Well, no, I don't.</p> 180
<p>1 report not, you know, recording all the admin, 2 tech support, all the time that a field 3 engineer works each week. Do you have any 4 estimate of how much admin time a field 5 engineer would work?</p> <p>6 A No.</p> <p>7 <b>Q Have you guys done any study into that?</b></p> <p>8 A I have not.</p> <p>9 <b>Q Do you know if anybody has?</b></p> <p>10 A Well, it looks like there is some information 11 in that particular exhibit there, number two, 12 but beyond that, I don't have any knowledge of 13 it.</p> <p>14 <b>Q So you don't know if anybody's -- if the field 15 engineers were surveyed, asked how many hours 16 are you guys working that's not recorded on the 17 field service report?</b></p> <p>18 A I do not.</p> <p>19 <b>Q Had the judge in this case, you know, at the 20 end of 2009 said, "JT Packard you lose, and you 21 owe the employees \$2 million," would JT Packard 22 have been able to pay that?</b></p> <p>23 MR. VOSS: Object to the form.</p> <p>24 THE WITNESS: At the end of 2009, I 25 couldn't answer that.</p> 179	<p>1 MR. VOSS: Then show him.</p> <p>2 BY MR. JOHNSON:</p> <p>3 <b>Q Exhibit No. 11, that's the job description for 4 every field engineer, correct?</b></p> <p>5 A Excuse me?</p> <p>6 <b>Q That's the job description for every field 7 engineer at JT Packard, correct?</b></p> <p>8 A That is a job description, an old one at that. 9 So today, I would say there are great 10 similarities to the posting that we would call 11 the description of the field engineers today.</p> <p>12 MR. JOHNSON: Okay. Let's mark this. 13 We are going to mark this and we are going to 14 fly through a couple of documents here. 15 (Exhibit No. 14 marked for identification.)</p> <p>16 BY MR. JOHNSON:</p> <p>17 <b>Q Have you seen this document before?</b></p> <p>18 A Looks like the same or similar to one that we 19 looked at earlier, just with a different 20 picture.</p> <p>21 MR. VOSS: Yes, it does.</p> <p>22 BY MR. JOHNSON:</p> <p>23 <b>Q Okay. This one is dated January 26, and it 24 states that Thomas &amp; Betts has completed the 25 acquisition of assets of JT Packard. The</b> 181</p>

<p>1 closing took place on January 26, correct?</p> <p>2 A If you say so. I don't recall the exact date.</p> <p>3 <b>Q Okay. Does this document refresh your</b></p> <p>4 <b>recollection at all?</b></p> <p>5 A I mean, it sounds like that's the approximate</p> <p>6 date. It doesn't spell out that it's the</p> <p>7 closing, it just says it's completed. So if</p> <p>8 you're saying it's the 26th, then it is.</p> <p>9 <b>Q In the second paragraph there is a description</b></p> <p>10 <b>of JT Packard's core business. Is there</b></p> <p>11 <b>anything in that description that is different</b></p> <p>12 <b>than what old JT Packard did?</b></p> <p>13 A Anything that's different, I guess my only</p> <p>14 hesitation is the industrial piece of it. JT</p> <p>15 Packard had minimal interest in the industrial</p> <p>16 market, where Thomas &amp; Betts' Cyber-X product</p> <p>17 is primarily in the industrial market, so</p> <p>18 that's the main difference, but essentially</p> <p>19 it's the same business.</p> <p>20 <b>Q And the new JT Packard continues to perform</b></p> <p>21 <b>everything that's listed in that second</b></p> <p>22 <b>paragraph, correct?</b></p> <p>23 A Correct.</p> <p>24 <b>Q In your work for JT Packard in the last two</b></p> <p>25 <b>years, did you have anything to do with the</b></p> <p style="text-align: right;">182</p>	<p>1 <b>Q Okay.</b></p> <p>2 A The Thomas &amp; Betts Power Solutions LLC d/b/a JT</p> <p>3 Packard Purchase Order Terms and Conditions</p> <p>4 (Service), this document I have not reviewed in</p> <p>5 its entirety. I imagine that this is an</p> <p>6 evolution of previous forms of JT Packard</p> <p>7 service terms and conditions, which would</p> <p>8 probably have some of my work in there, but I</p> <p>9 don't believe that I've actually reviewed that</p> <p>10 document.</p> <p>11 <b>Q The JT Packard &amp; Associates Terms and</b></p> <p>12 <b>Conditions document, that applied to -- that</b></p> <p>13 <b>applied both before and after the sale, is that</b></p> <p>14 <b>right?</b></p> <p>15 MR. VOSS: Hold on. What document</p> <p>16 are we referring to?</p> <p>17 MR. JOHNSON: One second. The one</p> <p>18 that starts on Bates stamped 27 -- 279.</p> <p>19 MR. VOSS: 279?</p> <p>20 MR. JOHNSON: On the top it says,</p> <p>21 JT Packard &amp; Associates, Terms and Conditions.</p> <p>22 MR. VOSS: Thomas &amp; Betts Power</p> <p>23 Solutions?</p> <p>24 MR. JOHNSON: JT Packard &amp; Associates</p> <p>25 Terms and Conditions.</p> <p style="text-align: right;">184</p>
<p>1 <b>Time &amp; Materials contracts, the Battery R &amp; R</b></p> <p>2 <b>contracts, Purchase Order (Service) Terms and</b></p> <p>3 <b>Conditions?</b></p> <p>4 A Terms and Conditions, I played a part in</p> <p>5 reviewing. Battery R &amp; R's, and Time &amp;</p> <p>6 Materials have a standard set of terms. Unless</p> <p>7 they were of a project level, I probably didn't</p> <p>8 see them.</p> <p>9 <b>Q Those three things that we were discussing,</b></p> <p>10 <b>those are documents, correct?</b></p> <p>11 A Which three things are those?</p> <p>12 <b>Q The Time &amp; Materials Terms and Conditions</b></p> <p>13 <b>document, the Battery R &amp; R Terms and</b></p> <p>14 <b>Conditions document, and the Purchase Order</b></p> <p>15 <b>(Service) Terms and Conditions document.</b></p> <p>16 <b>It might be easier if I just -- I thought</b></p> <p>17 <b>I would try to save time, but it's not going to</b></p> <p>18 <b>work. Let's mark this, too.</b></p> <p>19 <b>(Exhibit No. 15 marked for identification.)</b></p> <p>20 THE WITNESS: Do you want me to read</p> <p>21 these?</p> <p>22 BY MR. JOHNSON:</p> <p>23 <b>Q No. Are you familiar with these three</b></p> <p>24 <b>documents?</b></p> <p>25 A No. I am familiar with the first two.</p> <p style="text-align: right;">183</p>	<p>1 THE WITNESS: I'm not sure where you</p> <p>2 are.</p> <p>3 MR. VOSS: I don't know where you're</p> <p>4 reading from.</p> <p>5 MR. JOHNSON: Give me yours.</p> <p>6 MR. VOSS: TEED000279 is Thomas &amp;</p> <p>7 Betts Power Solutions, LLC d/b/a JT Packard.</p> <p>8 MR. JOHNSON: Oh, I have a different</p> <p>9 one. I was looking at a different document.</p> <p>10 MR. VOSS: With the same Bates label?</p> <p>11 MR. JOHNSON: No, mine was blank.</p> <p>12 MR. VOSS: Okay.</p> <p>13 MR. JOHNSON: Let me see. Do you</p> <p>14 know if these three documents were</p> <p>15 substantially changed after the sale?</p> <p>16 MR. VOSS: Object to the form.</p> <p>17 MR. JOHNSON: Do you know?</p> <p>18 THE WITNESS: I don't know. And</p> <p>19 until I had time to read the first sentence of</p> <p>20 the first two pages, I didn't even realize that</p> <p>21 they had changed it to Thomas &amp; Betts Power</p> <p>22 Solutions, LLC, but the format with the black</p> <p>23 bar and the white lettering in the bar is the</p> <p>24 format that we have used for our terms and</p> <p>25 conditions for years, and that's why I assumed</p> <p style="text-align: right;">185</p>

<p>1 I was familiar with them. 2 BY MR. JOHNSON: 3 <b>Q Let's see. I have them. Let's see if we have</b> 4 <b>a date on this one. Hey, look at that.</b> 5 A Okay. 6 MR. JOHNSON: Let's mark these. They 7 are not as good, but they'll do, I think. 8 (Exhibit No. 16 marked for identification.) 9 BY MR. JOHNSON: 10 <b>Q Can you take a look through document number 16,</b> 11 <b>Exhibit 16.</b> 12 A (Witness complies.) 13 <b>Q Is the Time &amp; Materials Terms and Conditions</b> 14 <b>document the same document with different</b> 15 <b>revisions?</b> 16 MR. VOSS: Hold on. Are you 17 referring to Exhibit 16 or part of Exhibit 16? 18 MR. JOHNSON: I'm referring to 16 and 19 15. 20 MR. VOSS: Are you asking the witness 21 to compare these two documents? 22 BY MR. JOHNSON: 23 <b>Q Is it your understanding, Mr. Sears, that</b> 24 <b>Document No. 15 is a later version of Document</b> 25 <b>No. 16, the Time &amp; Materials Terms and</b> 186</p>	<p>1 www.jtpackard.com in your Internet Explorer and 2 hit go, you would come to powerplus.com. 3 <b>Q Okay. When did that stop happening?</b> 4 A Somewhere around January 26th of 2010. 5 <b>Q Okay. This is a JT Packard job posting for a</b> 6 <b>field engineer, is it not?</b> 7 MR. VOSS: For old JT Packard? 8 MR. JOHNSON: For old JT Packard. 9 THE WITNESS: As well as a Power Plus 10 fuel service truck driver posting. 11 BY MR. JOHNSON: 12 <b>Q On the bottom right corner there is a date of</b> 13 <b>June 16, 2008, is that right?</b> 14 A That's what I see. 15 (Exhibit No. 18 marked for identification.) 16 BY MR. JOHNSON: 17 <b>Q You've been given Exhibit No. 18, and it's</b> 18 <b>Bates stamped Teed 000273. This is a job</b> 19 <b>posting for JT Packard again for a field</b> 20 <b>engineer, is it not?</b> 21 A That is correct. 22 <b>Q Is there any substantial difference between the</b> 23 <b>position in either of the field engineer jobs?</b> 24 MR. VOSS: Object to the form. 25 THE WITNESS: I don't see any 188</p>
<p>1 <b>Conditions portion of the document?</b> 2 A Based on the revision date of 1/29/10 on 3 TEED000277, compared to the date on TEED000313, 4 although that date doesn't say revision date, 5 it just says the date of 12/29/08, I would say 6 this one was made in January of '10 and this 7 one was made in December of '08. 8 MR. VOSS: Referring to Exhibits 15 9 and 16 respectively, correct? 10 THE WITNESS: Correct. Sorry. 11 (Exhibit No. 17 marked for identification.) 12 BY MR. JOHNSON: 13 <b>Q If you could take a look at Exhibit No. 17,</b> 14 <b>Bates stamped TEED000310, Mr. Sears, this is a</b> 15 <b>job posting on the JT Packard website for a</b> 16 <b>field engineer, is it not?</b> 17 A It is not. 18 <b>Q It isn't?</b> 19 A Nope. 20 <b>Q For a UPS field engineer?</b> 21 A It's the powerplus.com website. 22 <b>Q Oh, it sure is. Do you know when Power Plus</b> 23 <b>changed over to JT Packard, for the URL?</b> 24 A They never did. The URL www.jtpackard.com was 25 directed to powerplus.com. If you went to 187</p>	<p>1 substantial difference between these two 2 exhibits? 3 MR. JOHNSON: That's Exhibit 17 and 4 Exhibit 18? 5 THE WITNESS: Correct. 6 MR. JOHNSON: I think that is all I 7 have. Let me take a quick five minutes, and I 8 will make sure. 9 MR. VOSS: Okay. 10 MR. JOHNSON: Oh, I have some other 11 exhibits. We'll do that when I get back 12 though. Let's take about five minutes. 13 MR. VOSS: Okay. 14 (Discussion off the record.) 15 (Short break was taken.) 16 (Exhibit 19 and 20 marked for identification.) 17 BY MR. JOHNSON: 18 <b>Q All right. We are back on the record after a</b> 19 <b>short break. Mr. Sears do you know what JTP</b> 20 <b>Liquidation, Incorporated is?</b> 21 A No. 22 <b>Q Have you ever heard of that?</b> 23 A No. 24 <b>Q Okay. You've never seen Exhibit No. 19?</b> 25 A No. 189</p>

<p>1 Q A document marked TEED000336 through 337?</p> <p>2 A No, I haven't.</p> <p>3 Q Okay. Do you know what happened with whatever</p> <p>4 was left of JT Packard &amp; Associates?</p> <p>5 A No.</p> <p>6 Q And does anybody work for JT Packard &amp;</p> <p>7 Associates?</p> <p>8 A I have no idea.</p> <p>9 Q Do you know who would know that?</p> <p>10 A Michael Polsky, Greg Charleston.</p> <p>11 Q Okay. Can you take a look at what's been</p> <p>12 marked as Exhibit No. 20?</p> <p>13 A (Witness complies.)</p> <p>14 Q Exhibit No. 20 is marked TEED000338 through</p> <p>15 404?</p> <p>16 A Yes.</p> <p>17 Q Mr. Sears, this is the asset purchase agreement</p> <p>18 between Thomas &amp; Betts, JT Packard &amp;</p> <p>19 Associates, Incorporated, and Michael Polsky.</p> <p>20 Have you ever seen this document before?</p> <p>21 A No.</p> <p>22 Q Have you ever read through this document?</p> <p>23 A No.</p> <p>24 Q Can you take a look at the second to the last</p> <p>25 page marked TEED403?</p> <p style="text-align: right;">190</p>	<p>1 A Language within the purchase agreement.</p> <p>2 Q Was it regarding the lawsuits?</p> <p>3 A Yes. As I mentioned, it was in reference to</p> <p>4 litigations, so I can only assume that it's</p> <p>5 regarding the FE litigation.</p> <p>6 Q When you were traveling around and presenting</p> <p>7 the sale of JT Packard to potential buyers,</p> <p>8 there was mention of the Teed and Clay lawsuits</p> <p>9 at that time, correct?</p> <p>10 A The sales presentations we gave at the Verona</p> <p>11 headquarters included a slide within the</p> <p>12 presentation that talks to the litigation, yes.</p> <p>13 Q Okay. Do you remember what Keith said about</p> <p>14 the litigation, other than -- what was it, how</p> <p>15 did you put it? That the purchaser wouldn't</p> <p>16 have to worry about it?</p> <p>17 A I believe the term that Keith liked to use,</p> <p>18 that I recall him using is it will be carved</p> <p>19 out.</p> <p>20 Q Of the sale?</p> <p>21 A New owners wouldn't have to worry about it, it</p> <p>22 would be carved out, or something to that</p> <p>23 effect.</p> <p>24 Q Okay. Did he explain what the lawsuit was</p> <p>25 about?</p> <p style="text-align: right;">192</p>
<p>1 A (Witness complies.)</p> <p>2 Q Do you know whose signature that is?</p> <p>3 A Well, the name underneath the signature is</p> <p>4 Dominic Pileggi.</p> <p>5 Q Do you know who that is?</p> <p>6 A Chairman and CEO of Thomas &amp; Betts.</p> <p>7 Q Was he at the auction?</p> <p>8 A I don't believe so.</p> <p>9 Q Who was at the auction with you?</p> <p>10 A With me, Sandy O'Connor and Greg Charleston.</p> <p>11 Q Sandy O'Connor is -- she was on the org chart,</p> <p>12 right?</p> <p>13 A Correct.</p> <p>14 Q And you don't recall specifically what language</p> <p>15 was negotiated on with regard to the Teed and</p> <p>16 Clay lawsuits at the auction?</p> <p>17 A I do not recall any discussions about the Teed</p> <p>18 and Clay lawsuit as much as I do some language</p> <p>19 regarding the litigation and some sort of</p> <p>20 wording in the agreement.</p> <p>21 Q What exactly is it that you recall?</p> <p>22 A There was conversation, almost parallel</p> <p>23 negotiation regarding language within the</p> <p>24 purchase agreement during the auction.</p> <p>25 Q What was that negotiation on?</p> <p style="text-align: right;">191</p>	<p>1 A I believe so. I'm not 100 percent sure on</p> <p>2 that.</p> <p>3 Q Okay. I would have to talk to Keith, wouldn't</p> <p>4 I?</p> <p>5 A (Witness nods.)</p> <p>6 Q Do you know if Thomas &amp; Betts was aware of the</p> <p>7 Teed and Clay lawsuits prior to the purchase?</p> <p>8 MR. VOSS: Object to the form, no</p> <p>9 foundation.</p> <p>10 THE WITNESS: At a minimum, they saw</p> <p>11 the slide in the presentation, I would imagine.</p> <p>12 BY MR. JOHNSON:</p> <p>13 Q Do you have any idea what due diligence was</p> <p>14 done with regard to JT Packard by Thomas &amp;</p> <p>15 Betts?</p> <p>16 A I have some idea of the questions that they</p> <p>17 asked during the sales presentation, and they</p> <p>18 also made a return visit to sit with various</p> <p>19 managers in the organization.</p> <p>20 Q Okay. Do you know who made the return visit?</p> <p>21 A No.</p> <p>22 Q Okay.</p> <p>23 A It was a bunch of them.</p> <p>24 Q Okay. Do you remember what the questions were</p> <p>25 that were --</p> <p style="text-align: right;">193</p>

<p>1 A No.</p> <p>2 <b>Q None?</b></p> <p>3 A No. Not specifically, no.</p> <p>4 <b>Q Okay.</b></p> <p>5 MR. JOHNSON: I don't have anything</p> <p>6 else for you.</p> <p>7 MR. VOSS: No questions.</p> <p>8 (End of proceedings.)</p> <p>9 (Exhibits were retained by Attorney Johnson.)</p> <p>10</p> <p>11</p> <p>12</p> <p>13</p> <p>14</p> <p>15</p> <p>16</p> <p>17</p> <p>18</p> <p>19</p> <p>20</p> <p>21</p> <p>22</p> <p>23</p> <p>24</p> <p>25</p> <p style="text-align: right;">194</p>	
<p>1 STATE OF WISCONSIN )</p> <p style="padding-left: 40px;">) ss.</p> <p>2 COUNTY OF MILWAUKEE )</p> <p>3 I, BRENDA RAY, Registered Professional</p> <p>4 Reporter and Notary Public in and for the State of</p> <p>5 Wisconsin, do hereby certify that the preceding</p> <p>6 hearing was recorded by me and reduced to writing</p> <p>7 under my personal direction.</p> <p>8 I further certify that said deposition was</p> <p>9 taken at CROSS LAW FIRM, S.C., 845 North 11th Street,</p> <p>10 Milwaukee, Wisconsin, on July 29, 2010, commencing at</p> <p>11 9:00 a.m. and concluding at 4:57 p.m.</p> <p>12 I further certify that I am not a relative</p> <p>13 or employee or attorney or counsel of any of the</p> <p>14 parties, nor a relative or employee of such attorney</p> <p>15 or counsel, or financially interested directly or</p> <p>16 indirectly in this action.</p> <p>17 In witness whereof, I have hereunto set my</p> <p>18 hand and affixed my seal of office at Milwaukee,</p> <p>19 Wisconsin, this 29th day of July, 2010.</p> <p>20</p> <p>21</p> <p>22</p> <p>23 BRENDA RAY, RPR - Notary Public</p> <p>in and for the State of Wisconsin</p> <p>Commission Expires 2/11/2013</p> <p>24</p> <p>25</p> <p style="text-align: right;">195</p>	



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